

DECLARATION OF ALAYNA AHLBORN

I, Alayna Ahlborn, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the Commonwealth of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I started working with Ollie's Bargain Outlet Stores in October, 2010 and worked in a number of positions in Ollie's Stores in Wilkes Barre and Scranton, Pennsylvania. Specifically, I began as a Cashier and was subsequently promoted to Customer Service Supervisor, Sales Team Leader and Assistant Team Leader. In February, 2015, I was promoted to Co-Team Leader. I briefly left Ollie's for a period of time and then came back to Ollie's in October, 2017 as Co-Team Leader at the Wilkes Barre Store, where I am currently employed.

3. In my position as Co-Team Leader, I make numerous decisions on a daily basis. I make decisions about who to hire, what assignments to give associates, how to handle customer and employee issues and where to place merchandise to best impact Store sales, to name a few. I make the vast majority of these decisions based on my best judgment and experience.

4. I have responsibility for interviewing and hiring associates and supervisors. I have taken initiative to recruit applicants when the Store's need to hire is high. I also review applications and evaluate whether or not interview an applicant. I have the authority to weed out applicants that I believe are not a good fit for the Store.

5. I, usually in conjunction with my Store Team Leader, conduct interviews and make hiring decisions. This is a collaborative process wherein the Store Team Leader and I evaluate a

candidate's strengths. The Store Team Leader and I are usually in agreement about whether to offer an applicant employment. There has been a situation, however, where I disagreed with the Store Team Leader's inclination to offer employment to a specific candidate. In that situation, I voiced my concern to the Store Team Leader and he took my recommendation and did not offer the applicant a job at Ollie's. The Store Team Leader and I also make joint decisions about whether to retain or terminate seasonal employees.

6. After a hiring decision is made, I am responsible for orientation and new hire paperwork. I have the ability to make recommendations regarding a new employee's compensation within a set pay band. I have made recommendations in the past to start a new associate at a level above the minimum and I believe my recommendations have been followed. I also coordinate training to ensure that all new employees receive proper training and are paired with the right individuals for training. I personally follow-up to ensure that employees understand their job responsibilities and to continuously coach employees to ensure they are performing well.

7. All Department Supervisors report directly to me. Approximately every two weeks, I walk through each Department with the Department Supervisor. During these walk-throughs, I evaluate the Department, provide feedback to the Department Supervisor and develop timelines for the completion of Department specific projects. With new Department Supervisors, I often assign smaller projects, such as re-doing a specific section of the floor, in attempt to get the Supervisor to take pride and ownership of the Department. I also review sales with the Department Supervisor and discuss the Department's current sales compared to last year's sales and sales in other stores, with a focus on plans for improvement.

8. In addition to supervising Department Supervisors, I have supervisory authority over all associates in the Store. I direct associates to their tasks throughout the day. In order for

the Store to run properly, I need to ensure that associates are assigned the appropriate task. To achieve this, I need to evaluate Store need and staffing options. I receive information from the Company, via district calls and other sources, that the associates do not receive directly. It is my responsibility to pass this information along to the Department Supervisors and associates in a way that makes the most sense for our Store.

9. Store employees come to me with questions and/or issues usually on a daily basis. I want the Store employees to know that they can come to me with issues, big or small. I review employee issues and consider the best course to address their concerns. Sometimes this involves acting like a mediator between associates or keeping a close eye on a specific associate's behavior.

10. With regard to performance, I lead the process for associate reviews, including by preparing written evaluations which the Store Team Leader then reviews. When drafting a review, I make decisions about the associate's performance, such as whether the associate is good with customer service, is knowledgeable about the Store and is adequately performing assigned tasks. The rating that I assign in the written review has a direct impact on the associate's ability to receive a raise. The Store Team Leader seldom has any comments on my written evaluations. In addition to the written reviews, I recommend associates for Ollie's Leadership Institute and evaluate whether the associate is performing in accordance with a development plan to receive a promotion.

11. I also handle disciplinary issues, including discussions relating to performance and verbal counseling. The Store Team Leader and I collaborate on written counseling, when necessary. During this process, I make decisions as to whether the employee would benefit from additional training and/or whether the issue is one that can be successfully remedied by the Company.

12. As Co-Team Leader, I am in charge of the sales floor. Although most chain retailers use a planogram to show where merchandise should be stocked, Ollie's does not because we never know what we are getting. Flexibility is a must to be a Co-Team Leader at Ollie's. We receive merchandise from buy-outs and each store receives a different amount of product. Because Ollie's does not utilize a planogram, I have a great deal of discretion in product placement and making decisions regarding how to arrange merchandise to facilitate sales and fit the Store's layout.

13. My authority over the sales floor also impacts my responsibilities with regard to freight delivery. I review manifests of incoming product and make decisions about where to place the product on the sales floor. If possible, I will direct associates to make space and/or otherwise prepare for incoming product.

14. I am also responsible dealing with customer issues that arise. Ollie's does not have set guidelines on what I can or cannot do to address a customer complaint. When I receive a customer complaint or request, I evaluate the issue, using my best judgment and experience, and determine what I can do to make the customer happy.

15. As Co-Team Leader, I receive very little supervision in my day-to-day duties. When the Store Team Leader is not present in the Store, I am in charge of the Store and I make all decisions necessary to run the Store. When the Store Team Leader is present, we work hand-in-hand in the best interests of the Store.

16. Although my hours fluctuate, I typically work approximately 50 hours per week. I am paid a salary of approximately \$45,000 annually for all hours worked. I have the ability to earn bonuses if the Store is performing well.

17. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Alayna Ahlbom

Date

5/4/18

DECLARATION OF HENRY BAKER

I, Henry Baker, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of West Virginia, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader (CTL) at the Beckley, WV Store for Ollie's Bargain Outlet Stores. I have been in this position for about four years.

3. While I have worked at Ollie's, I have traveled to other Ollie's locations to do inventory assistance to ensure an accurate audit process. These stores include Bluefield, Salem, and Harrisonburg.

4. At the store in Beckley, there are currently 19 employees, including myself, the Store Team Leader (STL), Assistant Team Leader (ATL), freight flow supervisor, sales supervisors, CSAs, and sales associates.

5. Overall, the management team—myself, the STL, and the ATL—make most decisions together. Communicating and working as a team are very important in ensuring that the store is managed well and runs smoothly.

6. My position does not vary much at all from that of the STL. I view him as a co-equal, yet he is of course still my boss. While he may have different responsibilities on paper, in fact we do largely the same things. In fact, when he is not at the store, I largely run the store on my own and with the ATL, even though I may check in with him to ensure we are on the same page.

7. I work a lot of overnight shifts currently and have for the past couple of years. I believe this is uncommon for other Ollie's stores, but at my store we have determined it works well for us. Other Ollie's locations may do overnight shifts during the 4th quarter, but not on a more regular basis like the Beckley. I discussed making the overnights more regular with the STL and District Team Leader (DTL) and took part in that decision.

8. The overnight shifts are not consistent but vary according to the needs of the store, and I am a decision maker about what those needs are. I will usually discuss with the STL what the game plan is for the overnight shift prior to the shift and then direct and lead the associates who are working with me overnight. I am usually the most senior person working at the store at on these shifts. We will often conduct floor moves, create seasonal product sets, and push freight to the floor. This involves some physical labor—like everyone working as a team to move carpet—but as the most senior person, the physical tasks are incidental to my overall management of the associates on the shift.

9. I am involved with the recruiting and hiring process at Ollie's at my location. I can make the initial decision regarding who I think we should interview and, conversely, who should not be interviewed. Two of us—the CTL, STL, and ATL—will interview applicants and then we'll make a decision as a team. I am also part of the decision making process regarding which seasonal employees transition to permanent employees. I also take part in the training and onboarding process. The ATL will do training for the cash registers, and depending on what my schedule is, I will either train the new hire on other aspects of their jobs myself or delegate the training to other supervisors, including the freight flow supervisor.

10. Every week, I talk with the STL and ATL and we set a game plan for the week and month ahead. This is a management meeting where we determine what issues need to be

addressed at the store, including tasks that need to be done or certain areas to focus on. For example, we may decide that we need to hire associates, or decide that an associate should be approached to go to the Ollie's Leadership Institute (OLI) program, or decide that the store needs to be cleaned.

11. One of my primary responsibilities is to be in charge of merchandising for the store. This includes making signage decisions, selecting end cap placement (and what products should be placed on an end cap or table), among other things. The store does not have a planogram, so aside from the power aisle and seasonable layouts, which are set quarterly, I have discretion to merchandize the remaining products in the store. I keep the STL in the loop on these decisions as a good management practice. I also work with and direct the sales supervisors regarding these decisions. As Ollie's receives a lot of items through buyouts, if I see a lot of a certain product on an incoming truck manifest, I will decide that the product should be placed in an end cap or on a table. I can also place a request for more of a product in a weekly market report to the DTL.

12. I also have some responsibility over the freights processes at the store. While the freight flow supervisor has primary responsible for ensuring the freight is processed well, I will support the supervisor with labor hours to ensure we have as many associates dedicated to the tasks as needed. I also will make merchandising decisions based on what is on the truck manifest. For example, if there is a large buyout of an item, then we may decide to process that item first or to make room on the sales floor for that item. In all, planning for freight delivery is very important in order to move the freight from the truck to the sales floor within 24 hours. To do this, we need to create a solid game plan, which I take part in. If we do not meet that 24 hour goal, we will review what happened in order to improve for next time.

13. I have a large role in ensuring the store's profitability, including by managing losses and inventory. I also will review the store's profit and loss statement with the STL. We review this to see if the store is spending too much on any given area and to understand where expenses are coming from. I view this as an important tool to ensure the store is managed well and is profitable.

14. I conduct annual performance reviews for my direct reports. Based on these reviews, I may recommend a raise, and I will discuss that with the STL and we'll make the recommendation to the District Team Leader (DTL). I also have the ability to recommend someone for OLI, and we will create a development plan for that, partnering with the DTL. The management team at my store is responsible as a team for determining whether the associate satisfactorily meets all of stages of the development plan.

15. I have also counseled and disciplined employees for poor performance. We have rarely had to terminate or make any significant disciplinary decisions at this store. In either case—whether it is counseling or terminating an employee—I may have the ability to terminate someone myself but these decisions are generally discussed as a group within the management team.

16. When I open the store, I will lead the morning or daily huddle. This is an opportunity to discuss the day's game plan with the store's employees. This meeting includes going over customer service issues, shout outs from other store, Ollie's Army performance for front end associates, and safety issues, among other things. I'll also task people with assignments. For example, on truck days, I may direct a group of associates to focus on a particular product to move it out to the store quickly, and then direct the associates to move to another specific product. I delegate different tasks to associates to accomplish this.

17. About twice a month I will do sales supervisor walks where I review sales numbers with them for products in their departments. I'll also review buyer's notes with them regarding what products should be highlighted. We'll discuss how to display and place products to increase sales, which in turn increases the store's profitability.

18. I will also fill in for the STL for the weekly management meetings if he is unable to attend, and I will fill in for the ATL if she is unable to do the weekly safety meeting.

19. I resolve employee complaints if any arise, and I also resolve customer complaints. I have authority to issue refunds, discount an item, or apply a coupon even if the customer left the coupon at home. I am in charge of Ollie's Follies, which is a product discount program we have at the store. I can discount products according to this program.

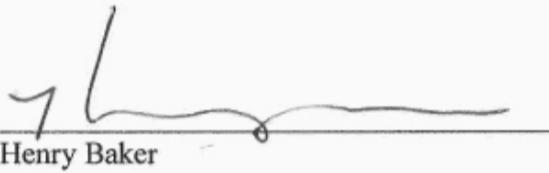
20. If I am working that shift, I will close the store. This entails counting the tills, counting the safe, doing the end of day report, etc. I also open the store at times, and will conduct safety walks to ensure the store is in good, safe condition.

21. I have primary responsible for creating the schedule, although the ATL and STL have filled in at times based upon the needs of the store. The store has an hours budget, and scheduling requires me to use my judgment and discretion to meet the store's staffing needs while staying in that budget.

22. I am paid a salary of somewhere between \$53,000 to \$56,000 per year for all hours worked. I am paid substantially more than hourly workers because what makes me valuable to Ollie's is my ability to direct and lead others and make high-level decisions. I also receive bonuses that are bases on metrics tied largely to the store's profitability. Therefore, I have a big incentive to have the store be profitable and work towards that goal throughout the year.

23. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


Henry Baker

6/1/18
Date

DECLARATION OF STEPHEN BERDIS

I, Stephen Berdis, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Ohio, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the Niles Store for Ollie's Bargain Outlet Stores. I have been a Co-Team Leader since October 7, 2013.

3. As a CTL, I run my own department in the seasonal and lawn and garden department. I also open the store three times a week and close the store two times a week.

4. As a CTL, I am in charge of interviewing and hiring applicants which come in through Indeed.com. Many times I only conduct the first interview and hire that person without conducting a second interview. The STL trusts me to make the decisions and she is not really involved in the hiring process. I also complete all the paperwork for the new hires and assign them to seasoned associates for cash register training, which I oversee.

5. As a CTL, I have the authority to set compensation for new associates and use my discretion in making the decision.

6. I supervise 20 hourly employees and conduct annual written performance reviews for each associate.

7. I also recommend employees for OLI. I give them an Individual Development Plan to complete and make sure that they follow every step of the plan and give them another performance review to determine if they are ready to be promoted.

I do the first interview with another manager
Preston (P)

8. As a CTL, I counsel and discipline associates. We have a verbal, which is actually written. Then I give two written warnings before consulting with HR when termination is necessary.

9. As a CTL, I have daily huddles where I go over the sales and operations that need to be done during the day. I also go over sales for the week. I make sure everyone knows what they are doing. If we get new items in, I make sure everyone knows where they go.

10. We empower our associates to handle routine customer complaints and issue refunds. However, as a CTL, I will get involved with the customer if the dollar value is high or when the customer asks for a manager.

11. As a CTL, I create the schedule for all the associates and I generally require that associates give at least two weeks' notice to request time off, but I will use my discretion when someone needs time off at the last minute.

12. As a CTL, I oversee a lot of the merchandising decisions and give my input as far as seasonal endcaps.

13. As a CTL, if there is something that we have had a bulk of for a year or so that is not selling, I make the decision to give it its own markdown to make room for new items.

14. I help ensure the store's profitability by making sure our shrink is low. I also prioritize merchandising to ensure items sell to increase profit.

15. As a CTL, I also look at analyze P&L statements that a lot of sales associates would not understand.

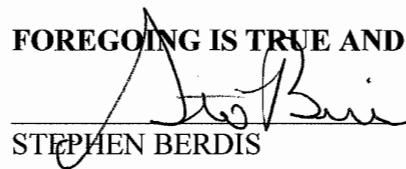
16. There is not much difference in my job as a CTL and that of the STL. When she is not here, I have authority to run the store and when she is here, I still manage the store with her input when necessary.

17. During Christmas time, I may jump on a cash register to help out because the store is so busy. I also stock shelves and clean the store.

18. I work approximately 50 hours per week. - *Christmas time
4th quarter = 60 hours per week*

19. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


STEPHEN BERDIS

5-2-18
Date

DECLARATION OF DON BISHOP

I, Don Bishop, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the Commonwealth of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am currently the Store Team Leader at the State College Store for Ollie's Bargain Outlet Stores. I previously served as a Co-Team Leader at this Store from approximately July, 2015 through July, 2016.

3. As a Co-Team Leader, I worked as a team with the Store Team Leader to ensure that the entire store was run properly. When the Store Team Leader was not present, I was in charge of the entire store. When the Store Team Leader was present at the store, we worked as partners. I was responsible for ensuring that the front end of the store was operating properly with a sufficient number of cashiers, ensuring that trucks and merchandise were processed properly, and walking the store floor to address any and all issues that arose.

4. As a Co-Team Leader, I was an HR Captain. My primary task was to ensure that the Store was staffed properly and that all associates were taken care of, including interviewing applicants, providing input on hiring, training associates, conducting and preparing associate evaluations and addressing any issues that arose with associates during their employment.

5. During seasonal hiring periods, I could spend four (4) to five (5) hours per day as a Co-Team Leader interviewing applicants in an effort to ensure that the store was properly staffed.

I interviewed a few dozen potential employees as a Co-Team Leader and provided input regarding whether I believed the interviewee was a good fit for the store.

6. During my time as a Co-Team Leader, I provided input leading to the hiring of more than ten (10) associates at the State College Store. I previously worked with one seasonal hire prior to my employment with Ollie's and recommended this person to be hired as a Head Cashier.

7. Once hired, I was responsible for ensuring that new associates received the training necessary to perform their jobs. Initially, I would make sure that each new hire received five (5) training shifts. As a Co-Team Leader, I was the HR Captain and expected to spend the majority of my time continuously training associates throughout their employment. I would also evaluate associate's performance, meet with the associate regarding his/her evaluation and prepare a summary that was sent to Human Resources.

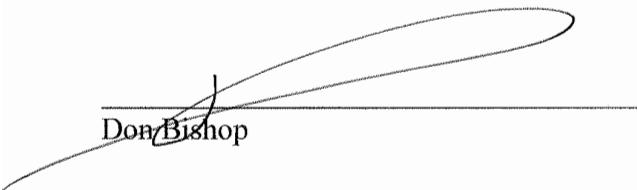
8. As a Co-Team Leader, I also handled customer issues and complaints. There are many issues that associates are not able and/or expected to handle and that I, as the Co-Team Leader, was required to address and resolve.

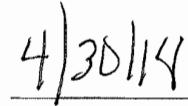
9. Finally, as a Co-Team Leader I was in charge of the floor. I made decisions about merchandise placement and signage.

10. I believe that a Co-Team Leader should be working to be able to step into the position of Store Team Leader and should be performing duties similar to that of the Store Team Leader. Co-Team Leaders are expected to work to grow the company.

11. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


Don Bishop


Date

DECLARATION OF J BISHOP

I, J Bishop, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Tennessee, and I am competent to testify to the matters stated in this declaration. My first name is the letter "J."

2. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

3. I am a Co-Team Leader (CTL) at the Clarksville, TN Store for Ollie's Bargain Outlet Stores. I have been a Co-Team Leader since I came to this store in 2014. I have worked for Ollie's since 2010. *2011 AB* Prior to becoming the CTL in this store, I worked in a number of positions in an Ollie's store in Fayetteville, NC.

4. I view my job at Ollie's as being the "Co-pilot" in the store along with the Store Team Leader (STL). The STL and I run the store together. I view my relationship with my STL, as well as my District Team Leader, as being basically collaborative. While they or the company may convey broad goals, they don't direct me in day to day duties. I figure out how to accomplish the goals myself, and then I lead and direct the other employees in the store to fulfill those goals.

5. While I may perform manual-labor duties, such as stocking, I make the decision about how to allocate my time among the duties necessary to running the store, which include both manual labor duties as well as managerial duties, such as hiring, supervising, counseling employees, training employees, addressing customer issues, making decisions about how to stock merchandise, and so on.

6. I believe that my most important contribution to the store's operation is the leadership and judgment that I bring to bear in hiring the right people, directing store employees and making decisions about how best to display merchandise and drive sales. In my opinion, I think hiring the right people and making good judgments about arranging and organizing the merchandise to drive sales are the two most important factors in a store's success.

7. While Ollie's has general guidelines about where different departments should be located in the store, most of how the store's merchandise is displayed and arranged is decided by me, based on my judgment about how to most effectively sell items. At Ollie's, the mix of merchandise changes every week, and I usually have only a few days' notice of what's going to arrive in each truck delivery. I will evaluate what merchandise is on hand or about to be delivered and make the decisions about how to place it in the store. I also adjust the marketing to account for how items are selling in the store. For example, we have luggage in the store at the moment that's not selling as well as I think it could. I have been experimenting with different ways of displaying the luggage, signage, and so on to increase sales. In making these decisions about how to market items and arrange the displays, I consult the financial data about the store's operations and what's selling and what's not selling. No one directs me in this work and in making these decisions. This is something I do based on my own best judgment.

8. 4 days a week, I am in the store at the same time as the STL for part of the day. I would estimate that about 60% of the time I am the top-ranking manager in the store. When I am the manager on duty in the store, I am responsible for all aspects of store management. When I am in the store with the STL, we share those duties, although I tend to run more of the stocking and stock room operations and the STL tends to focus more on the front of the store register operations.

9. I am responsible for all aspects of the hiring process, including recruiting. I devise my own recruiting strategies. For example to fill a book section supervisor position, I recruited at local book stores and at the college in town as well as handing out cards whenever I met someone who I thought would be good for the job. I and the STL share the responsibility for reviewing job applications and picking who to interview. I generally do the first interview and weed out the candidates who I don't think are good fits for the position. The STL or the ATL will do a second interview of the people who make it past my interview. Then the STL and I jointly decide who to hire. Once we hire an employee, I am responsible for training him/her.

10. I or sometimes the STL will decide that an employee is worthy of promotion. We will encourage that person to apply for the Ollie's Leadership Institute, and then I will develop an individual development plan, which ensures an employee receives all the on the job training that he or she needs in order to be promoted. I am usually the person who drives the process, including deciding if an employee has demonstrated enough proficiency in an area to continue down the track to promotion.

11. We have a range of pay that we can offer new employees. I decide whether an employee's experience and skills justify more or less pay. If there's a need for a particular position and I can't attract someone within the available pay band, I ask my DTL for more money. On the occasions when I have done this, the DTL has always "rubber stamp"-approved my request.

12. I have the authority to decide whether to write up, discipline or terminate an employee. Of course, inform HR of my decision, and I inform HR in advance if I plan serious discipline. I also am careful to keep my STL and DTL in the loop. However, HR and my STL and DTL have always immediately ratified my decisions.

13. I share the responsibility for scheduling employees with my STL, although she enjoys making the schedules and so she tends to do it more often than me.

14. I have the authority to deal with customer complaints, including issuing refunds and even going “above and beyond” by offering customers more money than they would get in a refund. I inform my DTL when I plan to offer more than the refund price, but he always agrees with my decision.

15. My hours fluctuate, and I work more in the build-up to Christmas. Most of the year I work about 50 hours a week. In the holidays, I generally work about 60 hours a week or sometimes more.

16. The company has some policies and procedures that we are expected to follow, for example concerning opening the store up and closing the store at the end of the day. However, I feel that a lot of the important decisions about running the store are made by me “on the fly,” based on my judgment about what’s likely to yield the best results. This includes dealing with customer issues, employee issues, and basic decisions about how to organize the store.

17. I also have responsibility to ensure store security. I implemented a program in the store called the “code 75” program. If a customer walked out without paying, we call a “code 75” on the store PA system. All the employees on duty rush to the front of the store and gather as much information about the theft as possible, including spotting car tags, getting descriptions of the perpetrator and the merchandise that was taken, and so on. This program was so successful in successfully prosecuting theft that it’s been rolled out company wide. I also am responsible for interacting with the police, ensuring that theft is prosecuted, and testifying in court if needed. These efforts have led to my store having a very low shrink rate despite being located in a high-crime area.

18. I am paid a salary of \$45,000 per year for all hours worked.
19. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

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J Bishop

4-26-2018
Date

DECLARATION OF PAUL BOYLES

I, Paul Boyles, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the Commonwealth of Virginia, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I am currently the Store Team Leader (STL) at the Elizabeth City, North Carolina store for Ollie's Discount Bargains. Until this past week, I was the STL at the Norfolk, Virginia location. I have been with Ollie's for about seven years and started in a seasonal part time capacity. I became an operations manager in 2012 or so, and that position was retitled to Co-Team Leader (CTL) in 2015 or so.

3. I have traveled to a number of other Ollie's location as CTL, including to the stores in Richmond, VA, Short Pump, VA, Meadowdale, VA, Dover, DE, Greenville, NC, Hampton, VA, Gloucester, VA, Portsmouth, VA, and Elizabeth City, NC. I have been at these stores anywhere from one day to a week at a time, usually to help out or fill in as a manager. I have also done inventory auditing at these stores with the exception of Greenville. When I was at different stores, I noticed some variances regarding how the stores are run. I have found that the management of the store really depends on the nature of the chemistry between the CTL and STL, and therefore at some stores the CTL may be treated more as a coequal with the STL and at others the STL may delegate more specific tasks to the CTL. Additionally, some CTLs may decide to be more hands-on and some more hands-off. At the end of the day, it is up to the CTL and STL at each store to decide how best to run their store internally.

4. I played a big role in recruitment and hiring when I was CTL. It was left to me regarding how to recruit. I also screened applications, weeded out those who would not proceed further, and interviewed those I felt were good candidates. If I liked the applicant in an interview, I would set up the interview with the STL, and the STL would almost always follow my recommendation regarding whom to hire. I also had discretion to consider applicants for higher level positions. For example, I may use my judgment to decide that an applicant could be a customer service assistant (CSA) and should be paid a higher wage. I would discuss this with the STL before making a final decision, but he would usually agree with my recommendation.

5. I also trained and onboarded new hires as CTL. I had primary responsibility for onboarding new hires, although others may do it depending on the schedule. I would often delegate training on cash registers to another employee but would oversee that training to ensure the person was being trained. I decided who the mentor would be when this happened as well. When the new hire needed to be trained on freight processing, I decided to use more hands on training myself.

6. As CTL I supervised about 23 or so employees on average—everyone in the store with the exception of the STL. I would write annual performance evaluations and could recommend employees for raises and promotions. It was essentially my call regarding whether a particular employee received a wage, as the STL would not second guess my decision because he trusted my judgment. I also recommend employees for Ollie's Leadership Institute (OLI), which is a way to promote employees internally. I often would develop a training plan for OLI participants and then ensure that the employee satisfactorily completed each step of the training for the position sought.

7. As a manager, as CTL I counseled and disciplined employees when required. I usually would discuss disciplinary matters with the STL. For more serious matters, like terminations, the STL and I would make a decision and then run it past human resources for administrative approval. I often spearheaded discipline.

8. As CTL I led meetings routinely. When I opened I would run what is now called the morning huddle, where I would assign tasks to employees for that day and talk about what needed to be done for upcoming freight deliveries. I would also review Ollie's Army figures and donation figures with my employees. Once a week or so I would meet with my department managers to do a department walk to review merchandising decisions within their departments. We would talk about end cap placement for specific products, whether the department looked in good shape, and other aspects of merchandising for that department. I would assign tasks that needed to be accomplished for that week and then would follow up to ensure that they were done. We discuss the profitability of the department and how the merchandising decisions affected that. Sometimes, I would make a decision regarding what product should be placed where, and sometimes I would discuss the issue with my department manager.

9. I opened and closed the store as a CTL. When I opened, I would do a safety walk, get the cash registers ready, turn on the lights, etc. I would also assign tasks to individuals based upon what I determined needed to be done that day. Similarly, when I closed, I would direct employees regarding what tasks I determined needed to be accomplished by close. As part of closing I would run end of day reports, which would review flash sales and sales figures by department for the day, among other things. I would hang up the daily sales report in the breakroom each day and if something was really good (or really bad) I would note that. I also

would use these sales figures to make merchandising decisions, such as placing an item in a better location if its sales figures were down.

10. As CTL, I was given freedom to make merchandising decisions using my own judgment and discretion within the company's standards. For example, I could decide to put a whole pallet of a product at the front of the store if I spotted that Ollie's was going to sell it for a good price. Ollie's does not have a store-wide planogram, so the CTL is in charge of making most merchandising decisions for the store.

11. I also was involved in freight processing and planning when I was CTL. I was fairly hands on regarding processing freight, which helped my merchandising decisions. Planning for freight delivery is a good time to make merchandising decisions, as I can see what is coming in on the next truck and deciding the product's location in advance. I would review the manifest of the truck with my departmental supervisors to they could plan their departments. By reviewing the manifest, I could determine in advance what items to place in an endcap or on a table display. Similarly, by being involved in freight processing, I could see that a product I previously thought could be placed somewhere may not in fact work for that location because of the quantity of the product or for some other reason.

12. When I ended my role as CTL, I was paid an annual salary of \$49,500 for all hours worked. As STL now, I earn an annual salary of \$60,000. As CTL and STL I also receive bonuses; as CTL, these ranged from about \$300 to \$5,000. The amount of the bonus is based upon a number of factors, including the store's profitability. Therefore, I have an incentive to maximize the profitability of my store.

13. As a CTL, I was paid considerably more than hourly workers at my store. This is because I am paid for my management capabilities, not for my physical capabilities. While I

may stock shelves or process freight as a CTL, these duties were secondary to my management duties of ensuring the store is running properly. I also believe that having a background in management is one of the key considerations in being a successful CTL.

14. On a day-to-day basis, I made all sorts of decisions as a CTL, including employee decisions, customer decisions, scheduling decisions (determining the lunch schedule or the deposit run, for example), freight processing decisions, customer assistance decisions, etc. There are so many things that can happen at the store on any given day that you need to use your own judgment to handle them as a CTL.

15. As a CTL, I had limited direct supervision. In terms of day to day job duties, my job duties as CTL varied very little from the STL's; we worked as a team. When I became an STL, however, my dynamic with the new CTL was different. Based upon what I saw at other Ollie's locations, how each store's STL and CTL run their particular store could vary by store.

16. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


Paul Boyles

6-6-18
Date

DECLARATION OF SUE BUECHELE

I, Sue Buechele, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Georgia, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. In March 2017, I was hired as a Co-Team Leader (CTL) at the Dublin, Georgia, Store for Ollie's Bargain Outlet Stores. In March 2018, I was promoted to Store Team Leader (STL) for the Statesboro, Georgia, Store.

3. When I was a CTL, after I became acquainted with the store's processes, I played a lead role in hiring and recruiting applicants to Ollie's. I was given broad discretion regarding how to recruit applicants. When Ollie's received an application, I would use my judgment to decide whether to bring that person in for an interview. I would then decide whether, based on that interview, Ollie's should continue with the process and submit the person to a background check. If that check cleared, and I determined the person should be hired, I would tell my STL that the person should be hired and that decision would usually be accepted. As a CTL, I had authority to hire all positions below CTL, including sales associates, freight flow, sales supervisor, department supervisor, and ~~Assistant Team Leader (ATL)~~. 

4. As CTL, when I hired employees, I had free reign to set their pay up to a rate of \$10/hour. I only hired one person at a rate over \$10/hour, but when that happened I made a recommendation and that recommendation was accepted.

5. As CTL, I on-boarded and trained the new employees. I had discretion regarding how to train employees. I decided to pair the new employee with a strong employee in the role to learn the position.

6. When I was CTL at the Dublin store, I hired between 10 and 15 people. I also decided which seasonal employees to make permanent in consultation with the STL.

7. Now that I am an STL at the Statesboro store, I continue to make hiring decisions in my new role. Hiring the right people is the most important factor in store success, and I take my role in that seriously.

8. While I was a CTL, I recommended a sales associate be promoted to a department supervisor to the STL and the STL approved. The STL would generally follow my advice regarding personnel decisions. I also recommended that person for the Ollie's Leadership Institute and spoke with the STL regarding several sales associates going to that institute.

9. I also had some responsibility for counseling employees as CTL. For example, I counseled a cashier regarding a money shortage. And I would help resolve employee complaints by discussing the complaints with the employee and the STL; I would set up meetings to make this happen.

10. Additionally, I handed out high five cards as part of the company's high five program, which acknowledged employees for excellent performance or going above and beyond what was required. I also would lead the freight slayer program, which acknowledged when the store was able to move freight from a truck to the store's shelves within 24 hours.

11. As CTL, I would lead morning huddles on a daily basis. During the huddle, we would discuss sales figures, buyer's notes, and sales and ops figures, among other things. For sales figures, I would discuss with department supervisors whether the figures went up or down

recently. If the figures were good, I would delegate to the supervisor the ability to decide how best to make sales within their departments. If the figures were not good or went down, I would discuss with the department supervisor possible causes and possible solutions as part of my managerial duties. For example, I used my judgment to determine whether an end cap, sign, or other display was working and whether the merchandize display needed to be changed.

12. Because the store has no planogram, I as CTL was in charge of determining where the routine merchandise in the store mostly went and how it was laid out, in conjunction with speaking with my department supervisors. Out of a five day work week, I would spend about two days each week determining merchandising decisions, such as end cap placements, signage displays, and the like. In making these decisions, I used my discretion to judge how best to sell the merchandise.

13. When buyer's notes came out, I would discuss with my department supervisors where to position the new merchandise, how to set up the display, and where to move current products. This involved a lot of logistical thinking and oversight.

14. Additionally, I would frequently as CTL discuss with the freight flow person and my department supervisors how to manage freight coming into the store. Ollie's operations is centered around freight deliveries, so planning for and unloading freight is central to the success of the operation. Freight trucks will come to the store two or three times per week. Prior to each truck coming in, I would game plan and manage the store's actions to unload the freight and get it on the store's shelves to be sold. Having a plan is critical, and as CTL I was directly responsible for overseeing the freight process. Because it was critical to the store's operations, I would perform various tasks related to freight deliveries as CTL, and those tasks varied day by day or hour by hour and were based upon my judgment regarding what the needs of the store were at

the time. Additionally, while I was performing various tasks related to freight deliveries, I was continually managing the other employees to ensure that work was being performed diligently and well.

15. In my experience as CTL at the Dublin store and as STL at the Statesboro store, how each Ollie's handles freight deliveries can vary considerably between stores and often depends on the nature of the freight deliver and the employees at the particular store.

16. As CTL, I would also at time open and close the store. This involved having my keys to the store,

17. Closing the store would take about 45 minutes, including closing the store's system down, closing the cash registers, counting the tills, counting the safe, checking the building locks, and checking payroll entries, among other things.

18. As CTL I made the schedule of the hourly employees at the store. This process would take about 1.5 hours on a weekly basis. I had to use exercise discretion and judgment to determine how to schedule people based upon employee's leave requests and accounting for the store's labor budget. This was a weekly jigsaw puzzle.

19. When I performed duties like working the cash register or stocking shelves or the like, it was part of my overall job to ensure the store ran smoothly and well.

20. In addition to the other decisions I made as CTL, some of the decisions I would make on a day to day basis were deciding which employees were working the register, when employees could take their breaks, which employees are assigned to the freight team, what freight tasks need to get done, what end caps need to be changed, and what departments need to be recovered.

21. Having worked at two different stores for Ollie's, I've learned that the CTL's job tasks may vary from store to store based upon the specific needs of the store and the abilities of the employees at each store, among other things.

22. As a CTL, I was the senior most person in charge of the store for two to three days per week. I was given very little direction from my STL.

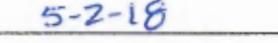
23. I work approximately 50 to 54 hours per week on average.

24. I am paid a salary of \$52,000 per year for all hours worked as a STL. When I was hired as CTL, I was paid an annual salary of \$45,000 for all hours worked. My salary as a CTL was significantly more than what the ATL was paid at the Dublin, GA store (\$15/hour) and the Statesboro, GA store (\$12/hour).

25. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


Sue Buechele


Date

DECLARATION OF BRIAN BURNETT

I, Brian Burnett, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of North Carolina, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I have worked in at least 5 different stores over the last 8 years for Ollie's Bargain Outlets and have helped out at several other Ollie's stores. I am currently the Store Team Leader at the Lexington, North Carolina Store, but I've had various other manager roles and have worked as a Co-Team Leader at the ~~Lexington~~ ^{Burlington}  Store and other stores.

3. In my experience, the job duties of a Co-Team Leader depend entirely on the Store Team Leader. I have seen some Store Team Leaders just sit back in an office and let the Co-Team Leader basically run the entire store, and I have seen other Store Team Leaders only allow the Co-Team Leader to manage the sales floor and not be involved in freight flow or operations at all. The Co-Team Leader job varies dramatically according to the personality of the Store Team Leader.

4. In my opinion, the Co-Team Leader is basically like the Vice President of the store. The Co-Team Leader needs to be able to do everything that the Store Team Leader can do, and needs to be able to run the store whenever the Store Team Leader is not there.

5. The Co-Team Leader is specifically in charge of the sales floor, but should also oversee the front end and freight flow with the help of other supervisors.

6. Ollie's does not use planograms (which is rare in retail), so product placement falls pretty much 100% on the Co-Team Leader. The Co-Team Leader needs to be able to evaluate the store's customers on his or her own to analyze and decide what product needs to be placed where. For example, I have observed that customers at the Lexington Store purchase books a lot more than customers at the Burlington Store. I therefore made the independent decision to place books towards the front of the Lexington Store, but not at the Burlington Store.

7. The Co-Team Leader is the primary customer contact. All of the associates know that any customer issues should go directly to the Co-Team Leader, because the Co-Team Leader has the authority to give discounts and resolve customer complaints.

8. The Co-Team Leader is responsible for managing shrink, which can impact the Co-Team Leader's bonus. As Co-Team Leader, I created and implemented a card system that was designed to efficiently identify warehouse discrepancies so that I could monitor shrink in the store.

9. The Co-Team Leader is responsible for the day-to-day supervision of associates. The Co-Team Leader conducts new hire training and then does regular weekly training on things like merchandising, using appropriate signage, safety, and other issues.

10. The Co-Team Leader also does about 90% of counseling and write-ups in the store. Because the Co-Team Leader is working most closely with associates, the Co-Team Leader is in the best position to be able to observe and evaluate whether the associates are meeting performance standards. If an associate is not meeting performance standards, it is up to the Co-Team Leader to counsel or write-up the associate after partnering with Human Resources to make sure the language that is used in the write-up complies with Ollie's policies and the law.

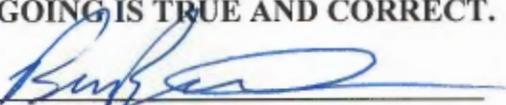
11. The Co-Team Leader also recommends termination, and consults with the Store Team Leader, District Team Leader, and Human Resources to make a final termination decision.

12. There are a lot of other job duties that Co-Team Leaders might perform, like hiring, scheduling, and developing plans for freight flow. However, whether a particular Co-Team Leader is doing these tasks usually depends on the personality of the Store Team Leader, as well as the strengths and weakness of the Assistant Team Leader and Freight Flow Supervisor, and the overall staffing at the store.

13. All Co-Team Leaders need to be able to perform the same job duties as the Store Team Leader and are given keys to the store and alarm codes so that they can open and close the store. As a Store Team Leader, I evaluate my current Co-Team Leader according to whether she can do my job and run the store whenever I need her to.

14. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


BRIAN BURNETT

Date

5/31/18

DECLARATION OF MATTHEW BURNETT

I, Matthew Burnett, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Virginia, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am the Store Team Leader (STL) at the Lexington, VA Store for Ollie's Bargain Outlet Stores. I have been the STL since the store opened in June 2016. For about two months while Ollie's was preparing the store for opening, I was the Co-Team Leader (CTL), from about April 2016 through June 2016. I was promoted to STL when the current STL quit. I began working for Ollie's in 2009 in the Lynchburg, VA store as a seasonal part-time associate and was promoted to the Assistant Team Leader (ATL) for the Salem, Virginia store in 2013 or so. I have had two CTLs at the Lexington store since it opened.

3. During the grand opening process when I was CTL, I conducted group interviews of applicants to hire and also made decisions with my STL (when she was still with the company) and District Team Leader (DTL) regarding who to terminate and who to keep on when the store opened. I led teams of employees on the sales floor when the freight truck was coming in and also made decisions regarding how to merchandise the new store's shelves, including laying out the products, doing top stock, and other things. The merchandising decisions and responsibilities I had as CTL during the grand opening were the same types of decisions and responsibilities that the CTL at my store has had since then.

4. The CTL makes some hiring decisions. The CTL can interview applicants and can make the decision regarding who to interview and not interview on his own. I and the CTL will often make hiring decisions jointly as a team. The CTL or I can recommend to the DTL that the new hire be paid at a higher rate than the baseline wage.

5. After being hired, I or the CTL will onboard and train the new hire. Training covers the first five shifts, and we will pair up that person with an existing employee. The CTL can make that decision regarding who to pair based upon his judgment regarding which associate will be a better trainer. The CTL and I have to be flexible regarding how to train new hires based upon our employees' skills and time commitments.

6. Both the CTL and I supervise the whole store. We have about 15 employees at this location. The CTL has four employees he directly supervises – three department supervisors and the freight flow supervisor. The CTL performs yearly performance evaluations and will review them with me to ensure we are on the same page. These evaluations require the CTL to use his judgment regarding how productive he is, whether he shows up on time, and other things.

7. The CTL can recommend associates for Ollie's Leadership Institute (OLI). He can either select people he thinks are suitable for OLI or the employee can approach him. The CTL makes the recommendation straight to the DTL. The CTL can also recommend employees for promotions, and if promoted, he will create a training plan that includes figuring out what needs to be done for each individual in each position. For example, the CTL would know what skills or knowledge the employee has and what is lacking and can train the employee on what is lacking. The CTL uses his judgment to determine whether the employee is meeting the training requirements.

8. The CTL can discipline employees. He may do so on a daily basis—like if an employee is caught on his cell phone, he can verbally counsel them on the fly. For more formal discipline, like written warnings and terminations, the CTL can recommend the discipline to HR for administrative approval. For issues like time and attendance, the CTL does not need to involve me in the process. For issues like low productivity, I like for the CTL to discuss the issue with me so we can determine how to improve the employee's productivity or other conduct.

9. One the CTL's main responsibilities is supervising and managing the store's freight flow process. This includes planning for incoming freight and processing the freight once it arrives at the store. The CTL mostly delegates the planning process to the freight flow supervisor. The CTL will direct preparation of the sales floor prior to the freight arriving. For example, he will direct his employees to clear areas of the store to put the new product in. He uses his judgment and discretion to determine where in the store the product will be placed and how it will be set up and arranged. This is a large logistical puzzle, figuring out how to fit the new freight into the existing store.

10. Regarding processing the freight, the CTL will work with his supervisors to push freight from the truck and onto the sales floor. He will take his own product at times but also laps the store to ensure that supervisors are on the same page and don't need assistance from him or other employees. During the freight processing, the CTL still has to work on things on the sales floor, conduct office matters, and do other tasks.

11. The other main aspect of the CTL's position is to oversee the merchandising of the store. The store does not have a planogram, so other than items that the company pushes company-wide, the CTL has full responsibility and discretion to determine how to merchandise

and arrange products in the store. This involves several things. The CTL mainly delegates decisions regarding signage to his department supervisors. He decides where to make room on the sales floor for new products coming in or delegates that decision to a supervisor. The CTL trains employees on how to keep up end caps. For example, if an end cap looks low or empty, he will direct that it be changed or delegates that decision to his supervisors. If the CTL sees a specific item on an upcoming truck manifest, he can determine to place that item in an end cap.

12. As part of the merchandising duties, the CTL will do floor walks with his supervisors. This keeps the supervisors involved in the merchandising process and is an opportunity for the supervisors to provide feedback on what is working and what is not from a sales perspective, and is an opportunity for the CTL to provide constructive criticism if sales are not good for a particular item.

13. The purpose of making the merchandising decisions is to enhance the store's profitability by generating sales. The CTL will try to have good looking end caps. For example, the store just got in decorative vases. He switched out an end cap with lawn and garden chemicals for the vases and the vases sold out. End caps are always being switched out. When seasonal items come in, the CTL takes the information received from the company and incorporates what the company wants into how it will fit into this particular location because all Ollie's stores are laid out differently.

14. The CTL will generally run the store by himself two days per week when I have my days off. When he runs the store, he does all the functions I would do as STL. He generally does not need my approval to make decisions on these days. In fact, on a daily basis, most of the STL's and CTL's duties are the same or substantially overlap. The CTL has little to no

supervision when I am not at the store, and even when I am at the store he mostly is free from supervision.

15. The CTL also runs several meetings routinely. He will run the morning huddle if he opens the store. In that huddle, he will discuss the sales and ops figures for the store and may direct items to be pulled off the sales floor or incorporate Buyer's Notes into merchandising decisions. The CTL will discuss the Buyer's Notes to keep employees informed regarding what is coming – like big deals – so that the store can increase its profitability. The CTL will also discuss sales figures on a weekly basis to keep everyone informed. For example, an employee may think a certain merchandising decision or display is working when in fact the sales for that product are down. This is an opportunity to coach employees on what needs to be done or that a merchandising display may need to be changed. The CTL will also discuss Ollie's Army figures, which is important because higher figures lead to more sales. Additionally, the CTL will discuss plans for the day and assign tasks to employees—such as any recovery issues that need to be taken care of or any changes to the sales floor that need to be made. The CTL will also create the break and lunch schedule for employees.

16. The CTL also closes the store multiple times each week. This closing process includes directing recovery of the store and completing an evening report that details the store's sales figures, the pallet count of the store, and may note whether any high fives were awarded. Closing also includes counting the tills and safe and locking the store, among other things.

17. The CTL participates in the high five program and can give out high five cards to employees who perform exceptionally. The CTL may also pick three employees who received high fives for the month so that the DTL can announce a monthly winner; the CTL would use his judgment to determine which three to pick.

18. The CTL conducts safety meetings once a month. These meetings address safety concerns, including identifying concerns and planning for fixing them. The CTL implements how to do this at the store level.

19. The CTL can resolve employee complaints by himself in most cases. The CTL can also resolve customer complaints and issue refunds, exchanges, or discounts that hourly employees cannot. For example, recently a customer returned 2/3 of vinyl flooring that he purchased and wanted to exchange it for a new package because of a claimed defect. The CTL had the discretion to allow the exchange even though the customer did not return all of the product. Or, for example, if a sign incorrectly lists the price of an item, the CTL can allow the customer to purchase the item at that price identified in the sign.

20. The CTL and STL are paid considerably more than hourly employees at the store. This is because we direct and manage employees and make important decisions like how to merchandise products. Our ability to manage employees and make important decisions is what makes us valuable to Ollie's. To be a good CTL, the person must be a hands-on leader. He must implement company policies and train and develop supervisors.

21. I am paid a salary of about \$52,500 per year for all hours worked. The CTL earns a salary of \$45,000 for all hours worked. We both receive bonuses, and those bonuses are based in part on things like the store's profitability, sales numbers, inventory, Ollie's Army sign ups ,and other things. Therefore, both the CTL and I have an incentive to increase the store's profitability on a daily basis.

22. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


Matthew Burnett


Date

DECLARATION OF DANNY CARTER

I, Danny Carter, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Michigan, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Store Team Leader at the 4125 East Wilder Road store in Bay City, Michigan, for Ollie's Bargain Outlet Stores. I have been a Store Team Leader in this store since October 8, 2017. Prior to holding the Store Team Leader position at this store, I worked as a Co-Team Leader at a Ollie's Bargain Outlet Store located in Saginaw, Michigan, from September 2013 until September 2017.

3. There are currently 24 employees at the Bay City Store, including myself.

4. Kristy Meyer is the Co-Team Leader at the Bay City Store. There is only one Co-Team Leader at this store. She reports directly to me as the Store Team Leader.

5. The primary job duties of a Co-Team Leader are managing the process of receiving products/deliveries and transitioning product to the floor (sometimes called "door to floor"), and managing the merchandising and sales process. The Co-Team Leader also plays a big role in recruiting and hiring new employees, evaluating employee performance, and responding to customer complaints. The Co-Team Leader also counsels and disciplines employees.

6. The Co-Team Leader position spends close to 65-70% of the time managing the process of receiving/products and deliveries and setting up the product on the floor. The Co-Team Leader has ownership of this process.

7. The Co-Team Leader determines the labor hours and resources necessary to unload shipments. The Co-Team Leader handles issues relating to receipt of products, such as errors or discrepancies in what has been ordered and delivered. Freight receipt is a big part of "shrink" prevention, so the Co-Team Leader's ability to manage this process plays an important role in the overall performance of the store.

8. The Co-Team Leader directs employees in the performance of freight receipt duties. Depending on the available labor and delivery schedule, the Co-Team Leader may need to use temporary labor to perform unloading duties and they have the authority to do this.

9. The Co-Team Leader also manages the merchandising process. Within some very general guidelines, they have authority to make decisions regarding the placement of products, the content and use of signs, and expanding or shrinking product categories.

10. The Co-Team Leader also directs employees in the performance of job duties relating to merchandising and sales.

11. The Co-Team Leader makes the weekly schedule and manages the payroll budget. The Co-Team Leader has to make decisions about how to accomplish what needs to be done at the store within a labor budget. The Co-Team Leader also orders supplies for the store and determines what supplies are necessary.

12. The Co-Team Leader also manages recruiting and hiring. The Co-Team Leader screen job applicants for hiring and almost always conducts the first interview of a job candidate.

13. The amount of time a Co-Team plays in recruiting, hiring, and training varies widely by store in my experience. In my former role as a Co-Team Leader in Saginaw, Michigan I spent as much as 20% of my time on this process. The time spent on this process at the Bay City Store is far less to date, likely less than 5%.

14. The Co-Team Leader is also responsible for handling new employee orientation and related paperwork. In the area of freight receipt and sales, they do a lot of this individual training.

15. On a day-to-day basis, the Co-Team Leader holds morning meetings where they assign work duties and “to do” lists. At the end of the day, the Co-Team Leader handles deposits, prepares reports, assigns a grade to the store’s presentation and cleanliness, and closes the store.

16. The Co-Team Leader also issues written discipline, can suspend employees, and make recommendations about terminations.

17. I would estimate the Co-Team Leader spends about 5-10% of their time managing HR functions.

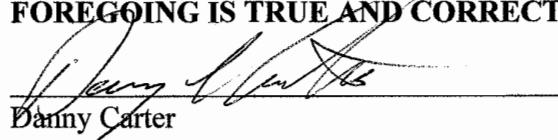
18. If a customer has an issue, the Co-Team Leader can issue refunds or reduce prices.

19. At the Bay City Store, myself and the Co-Team Leader are at the store together about half the time. The Co-Team Leader serves as the Store Team Leader when I am not there.

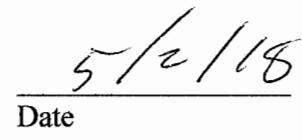
20. In my experience, the hours of a Co-Team Leader vary a lot by store and by seasonality.

21. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



Danny Carter



Date

DECLARATION OF RICHARD DIAMOND

I, Richard Diamond, do hereby state as follows:

1. I was a Co-Team Leader (“CTL”) at the Monroeville, Pennsylvania Store for Ollie’s Bargain Outlet Stores (“Ollie’s”) for about six months, from September 2017 into February 2018. I was promoted to Store Team Leader (STL) in Ollie’s McKeesport, Pennsylvania Store in February 2018.

2. Prior to holding the position of CTL in Monroeville, I was an Assistant Team Leader (“ATL”) at the McKeesport location, which is where I now am the STL.

3. Prior to working for Ollie’s I worked for K-Mart Corporation for 25 years. My last position at K-Mart Corporation was as an Operations Manager in their North Versailles, Pennsylvania location.

4. My primary daily job duties as a CTL include, but were not limited to, planning out the day’s work for everyone, planning out warehouse deliveries, making sure the store was ready for a delivery, getting the delivery taken care of in a timely manner, and opening and closing the store.

5. As part of the store opening procedures, I would hand out associate assignments for the day and I would lead a safety scan and a facilities scan of the store. Either myself, as the CTL, or the STL, would lead the daily morning huddles of the employees. Whether I was leading the huddle or not, I always had something to say. I maintained a set of store keys and I had the alarm code.

6. I worked closely with the STL when it came to planning out the day’s work for everyone. I would decide which associates were working which registers on a given day, and I would also assign the associates’ break times on a daily basis. As the CTL, I was also responsible

for setting the weekly schedule for all of the associates. We had 31 associates in the Monroeville location when I was a CTL and they reported directly to me.

7. As a CTL, I reviewed incoming job applications along with the STL and we would decide together who we wanted to interview. Regarding employee evaluations, as the CTL, I would have been responsible for conducting associate evaluations, however, we were a new store and we did not do those evaluations during my time there. CTLs are also responsible for training new employees in the areas of merchandising, register operations, and other areas.

8. If an associate was ever injured on the job or suffered an accident, it would be reported to me as the CTL and I would have to resolve the issue.

9. Additionally, on a daily basis as the CTL, I would deal with HR issues, punch edits, associate counseling and discipline, and schedule around truck deliveries. On one or two occasions I had to issue counseling to an associate whose drawer was off by \$5.00 or more. On one or two occasions during my time at CTL, I had to discipline employees for tardiness issues.

10. My goal as a CTL leading our team of associates was to be “Door to Floor” in 24 hours.

11. As the CTL in Monroeville, I ran the sales floor. I would work with the STL to make decisions regarding the sales floor. I was totally in charge of signage decisions and endcap placement decisions. In some stores, the STLs let the CTLs make all the decisions. I prefer to be hands-on in my role as STL, but still allowing the CTLs to make many of the decisions.

12. As a CTL, I worked approximately 52-55 hours per week. I worked at the same time as the STL approximately 20 hours per week. For the times when I was not working at the same time as the STL, I was in charge of the store operations and no one was supervising me during that period.

13. The job duties of a CTL are similar to the duties of an STL. A CTL is responsible for things like merchandising decisions, HR decisions, and managing receiving areas, but as an STL you have to look big picture. The STL has all of the duties of a CTL, plus additional duties. The CTL's duties are not similar to the duties of an hourly associate.

14. On a very rare occasion, as the CTL, I might sweep or run the scrubber on the floor. I estimate that I spent about 1 hour per week doing that.

15. As a CTL, my annual salary plus bonus was approximately \$42,000. I earned this salary plus bonus for all hours worked.

16. As a CTL, I was involved in assisting employees with promotions through the Ollie's Leadership Institute. If I recognized an employee that should be internally promoted, I would get together with the STL and we would create an individualized development plan for the associate. After creating the individualized development plan, I, as the CTL, would meet with the associate weekly or biweekly to track the associate's progress. Once the plan reached its maximum amount of days and the associate was successful in completing their initiatives, then the CTL, the STL, and the DTL would discuss promoting that associate. The CTL would have input in that decision.

17. I am over 18 years of age, I am a resident of the State of Pennsylvania, and I am competent to testify to the matters stated in this declaration.

18. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

19. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Richard Diamond
Richard Diamond

4/29/18
Date

DECLARATION OF DIANE DITTO

I, DIANE DITTO, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Ohio, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below
2. I was a Co-Team Leader (CTL)
3. at the Wilmington, Ohio Store for Ollie's Bargain Outlet Stores ("Ollies") during the period March 2013 through July 2017. I have been a Store Team Leader (STL) since July 23, 2017.
4. As a CTL, I was paid a salary of \$45,000 per year for all hours worked. I was scheduled for 40 hours per week and generally worked close to 40 hours per week. I had around 15 or 16 direct reports.
5. As a CTL, I was "in charge" of the store, meaning I had overall responsibility for the store. My goal was to make "Ollies feel like home." In doing so, I was able to motivate my work force and drive sales.
6. A CTL is a "decision-maker," "leader" and "teacher" in the store. These are key attributes of a CTL, as opposed to an hourly worker, who does not have overall responsibility for the store.
7. As a decision maker, I have responsibility regarding the hiring of associates for the store. I interviewed all candidates, made recommendations to the STL and together the STL and I made hiring decisions. I was responsible for on-boarding and training new hires. As a CTL

always on the lookout for qualified candidates and at times would invite people to apply for a position at Ollies if I observed them doing good work elsewhere (e.g., a pleasant cashier at Walmart or Arby's) because hiring the right people is key to Ollie's success.

8. Another area where I exercised key decision-making authority as a CTL was in the area of merchandizing. As a CTL, I was responsible for the profitability of the store and the key component of profitability is sales. This involved planning for freight deliveries, merchandize placement and managing payroll. Merchandizing drives sales and sales cure all. The CTL has overall responsibility for freight in terms of reviewing and verifying the manifests (to make sure we received what we expected (and were not shorted)); directing merchandize placement by working with department heads and coaching associates regarding placement of goods.

9. Training and leadership were key aspects of my job as a CTL. I trained cashiers and CSAs. I did that by demonstrating the necessary tasks, coaching, counseling and leading by example. I take pride on developing associates and promoting people. As a CTL, I built up associates with individualized development plans and as part of Ollies Leadership Institute. Another way that I develop associates is by providing recognition through the High Five program (where we recognize people for doing something right) and the Freight Slayer program (where we recognize the prompt movement of merchandise from truck to sales floor).

10. Because I wanted all associates to view Ollie's as their "home," as a CTL (and continuing as an STL), there is no task that I would not do. As a result, I would at times work the register or clean the store; I did these tasks, not because I "had to" but because it was/is my judgment that it helps motivate associates to see that management is willing to work alongside our hourly employees for the good of the store. Regardless of what I am doing, I am always "wearing my manager hat" and my aim is to train, teach, motivate and lead.

11. Another aspect of my job was “protecting our home” and I was responsible for ensuring a safe working environment both in terms of making sure the store was clean and safe and as a matter of compliance by completing regulatory reports.

12. As a CTL, I has opening and closing responsibilities. I had keys to the store and has overall responsibility to ensure that the money in the till was properly counted and deposited, that the store was clean, that all operational reports were complete and the store was prepared to do business. I had keys to the store and the codes to the alarms.

13. As a CTL, I had discretion to drive sales by deciding to have a “flash sale” to move merchandize. An example of this would be my to sell back inventory of pogo sticks during the Christmas holiday rush. Ollies has a strong commitment to supporting the community and through charities such as Cal Ripken and Kevin Harvick we give back to community. As a CTL and continuing as the STL, I am in charge of garnering support for these charities and often create contest to drive donations while encouraging excitement regarding Ollie’s efforts.

14. As a CTL, I had responsibility for scheduling. I made decisions regarding when to call people in (e.g., if we had a truck coming in) and when to let them go for the day. I made challenging scheduling decisions for key retail sales times such as Black Friday.

15. As a CTL, I also was responsible for counseling and discipline of associates. As such, I coached associated regarding job performance that needed improvement. I also “wrote up” associates for performance deficiencies and, when necessary, made the decision to terminate associates.

16. Ollie’s stores are different from each other and, as a result, the role of the CTL varies from store to store. Stores vary based upon volume, and as a result the number of associates managed by the CTL. I observed differences between Toledo (where I trained), Forest Park and

Beechmont (where I have helped out) and Willington (where I have worked for the last 5 years). Stores also vary by location. For example, my store in Wilmington is different because we are in with our unique little town"] of Willington. This is different from a store in a Orlando Florida or even nearby Cincinnati Ohio.

17. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Diane Ditto
DIANE DITTO

5-22-18
Date

DECLARATION OF CAROLYN FINK

I, CAROLYN FINK, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Florida, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the Port Charlotte Store for Ollie's Bargain Outlet Stores, located at 4300 Kings Highway Unit 300. I have been a Co-Team Leader since September 4, 2017. I was hired prior to the grand opening of the Port Charlotte store. I trained for 2 weeks at an Ollie's store in Alabama prior to the grand opening of the Port Charlotte store.

3. I have a college degree in business. I have 20 years of management experience; I was a Community Leader for Walgreens and ran eight Walgreens' stores.

4. My primary job duties are to make sure the store runs smoothly and efficiently. The whole store is my responsibility. It is my job to make sure everyone else is doing their job. There are about 30 employees at the Port Charlotte store. All of the employees are my direct reports, except for the Store Manager. I am responsible for making sure they do their jobs so that the store runs smoothly and efficiently. I handle recruiting, interviewing, hiring, training, onboarding, counseling, discipline, and terminations (if necessary).

5. The Port Charlotte store receives applicants from Indeed.com. I am responsible for weeding through the applications to decide who I want to interview. I am then involved in the interview process. Typically, there is only one interview for an applicant. If I am the one handling the interview, I decide whether to hire the candidate or not. Since September 2017, I have

personally hired about 10 employees. I am responsible for training and onboarding the new hires. The onboarding process generally takes about 2 ½ hours. I offer input on promotions. Since the store opened, I have personally recommended three employees for the Ollie's Leadership Institute. In making that recommendation, I looked at the employee's basic performance, initiative to learn, "team player" attitude, desire for more responsibility, flexibility, and what I deemed to be "true leadership."

6. As a Co-Team Leader, I am responsible for employee counseling and discipline. I have handled about five disciplines so far, including a Final Warning.

7. When I am working, I handle the morning "huddles" (team meetings). I also try to lead a weekly supervisor meeting, to check in with the department supervisors.

8. I am involved if an employee has a concern or complaint and will partner with human resources to resolve employee concerns. Likewise, I am involved in customer complaints. I have greater authority than the sales associates in resolving customer complaints. The associates only have authority to issue refunds up to \$50. Conversely, I have authority to exceed \$50 based on my judgment and discretion. While I have authority to go above and beyond even a refund, I have not had to do so. If necessary, I would issue a gift card in addition to the refund.

9. I handle opening and closing of the store. I have a key and alarm code. I have access to the safe. When closing, I handle the end of day reports. When opening, I am responsible for opening assignments. I handle deposits.

10. I am responsible for scheduling all employees except the leadership team. I am responsible for scheduling appropriately to both maintain the labor budget while also providing staffing for the store needs. I am required to use my skills to determine how to staff the days based

on my knowledge of what days/times/seasons require more or less staff. I can also offer input to the district manager if I believe the labor budget is insufficient for the store needs.

11. I am responsible for the safety in the store. I do daily safety walks to ensure employees are following safety procedures and using equipment safely. If an employee is not performing safely, I counsel them on what they did wrong and more importantly why it was wrong.

12. I am often making merchandising decisions. While I follow general guidelines for the power aisles, I often use my discretion to shift items to increase sales. In particular, I am responsible for making decisions about our seasonal items, which are particularly important at the Port Charlotte store, as these items need to move quickly and have a window of time for when they are likely to sell. I generally task the department supervisors with displaying merchandise in their departments. However, I walk the store with them to make sure the placement of merchandise is in the most efficient place. Similarly, I task the department supervisors with displaying their respective signage, but I do a walk through to make sure I deem the signage to be appropriately placed.

13. The store has a department called "Ollie's Folly Station." I task the department supervisors with setting merchandise pricing in that department. Thereafter, I review and approve the pricing.

14. I generally work the opening shift, from 4:00am to 2:00pm. This is so that I can be present during the freight delivery. This is an important process for the store. I am present to oversee the process and make sure it runs smoothly and efficiently. I step in if I need to redirect employees to ensure the delivery process is quick and efficient. There is timeline for the delivery and the store is charged a fee if the delivery takes longer. It is my job to make sure the process is efficient and on time. Therefore, I supervise and oversee the process.

15. I view my job as high level, responsible for making sure everyone does their job and that everyone takes care of our customers.

16. I look for opportunities to recognize the employee's achievements, such as through the High Five program and the Freight Slayer program.

17. I step in wherever needed to make sure the store runs smoothly and efficiently and so that I can lead by example. For example, if I see a customer I will assist them to lead my team by example. Likewise, if I see something in the store is not clean or out of place I will fix it to make sure the store is always in compliance and up to standards. I estimate that these duties take about 25% of my time. The majority of my time is always spent overseeing, supervising, assigning tasks and ensuring operational efficiencies. I view my job as similar to that of the store manager, much more so than that of a store associate. My day is spent making decisions all day. I am the last line of defense. It's my job to say "yes or no."

18. I work approximately 50 hours per week.

19. I am paid a salary of \$800 per week for all hours worked. After the store has its one year anniversary I will be eligible for an annual bonus, which is typically a base bonus of \$6500. I believe the bonus is based on the store's sales and profitability.

20. Port Charlotte is one of the busiest stores and has the most sales volume in District 26, which I believe has 7 other stores. This also correlates to the store having one of the highest labor budgets.

21. I am the only Co-Team Leader in the Port Charlotte store.

22. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Carolyn Fink

CAROLYN FINK

Date

5/1/18

DECLARATION OF BRIAN FREBURGER

I, BRIAN FREBURGER, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Maryland, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader (“CTL”) at the Aberdeen, Maryland Store for Ollie’s Bargain Outlet Stores.

3. As a CTL, I am responsible for the sales floor and supervising the entire building.

4. I review and evaluate job applications, and make determination on who should be interviewed for a position.

5. I generally conduct the initial interview for all job applicants. If I determine that an applicant will not be a good fit, either because of their appearance or their behavior in the interview, *→ OR ANSWERS TO QUESTIONS* I will not schedule them for a second interview. If I determine that an applicant might be a good fit, I schedule them for a second interview with the Store Team Leader (“STL”). After the second interview, I consult with the STL and we make decisions about who to hire and who not to hire.

6. I conduct new hire training and onboarding for associates. I am constantly providing guidance and training to associates whenever I can, and am showing them the proper way to do their job.

7. I lead regular Huddle Meetings with associates to go over the store operations and objectives, and to congratulate associates and managers on particular accomplishments or achievements.

8. I complete annual performance evaluations for all associates based on my observations and judgments as to whether the associates are satisfactorily performing their job and meeting the company's performance standards.

9. I conduct one-on-one counseling sessions with employees when they need improvement.

10. I draft write-ups for employees when I feel they are warranted. I then partner with HR to issue the write-up.

11. *I PARTNER W/ HR*
I recommend terminations for employees who do not improve following counseling and write-ups. I partner with HR to conduct the termination.

12. I resolve customer complaints regarding various matters. If I feel it is necessary, I have authority to offer up to a 25% discount on most products without having to obtain prior approval.

13. I conduct bi-weekly Departmental Walk Throughs where I review floor plan and product placement and make sure that each department is compliant with visual standards and safety protocol. If I determine that product needs to be moved, that more signage needs to be displayed, that an end cap needs to be filled, or that some other task is needed, I will direct that it be done as soon as possible. Sometimes, I will have department managers complete these tasks on the spot, if possible.

14. I review the weekly dashboard showing inventory levels and determine whether we need to increase or decrease certain product allocations. *W/ PARTNERING*

W/ DTL APPROVAL

15. I review estimated manifests on freight deliveries and coordinate product placement for the incoming delivery. I also monitor safety practices during the truck unloading. Finally, I follow-up with department managers to make sure that the freight was properly unloaded and that product was placed in the right spaces.

16. I will often help with stocking shelves and other tasks, but my primary job is to manage the building and resolve customer and employee issues. Any time spent stocking shelves or doing similar tasks is secondary to my responsibility to manage the building.

17. I open and close the store, and have access to the store keys and alarm codes.

18. I work approximately 50 hours per week, although I may work more during the holiday seasons.

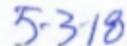
19. I am paid a weekly salary no matter how many hours per week I work, whether more than or less than 50.

20. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
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FOREGOING IS TRUE AND CORRECT.**



BRIAN FREBURGER



Date

DECLARATION OF MICHAEL T. GIAMPA

I, Michael T. Giampa, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of New York, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the Cheektowaga, New York Store for Ollie's Bargain Outlet Stores. I began my employment with Ollie's in ~~March~~ ^{act} 2009 as an Operations Manager. The Operations Manager position was restructured, and today the store has a Store Team Leader ("STL"), Co-Team Leader ("CTL"), and Assistant Team Leader ("ATL"). I have been a CTL for seven years. I have approximately 35 years of prior experience in the retail business, including at Office Depot.

3. The Store Team Leader ("STL") and I share in the responsibility of running the store together. While the STL has responsibility for the entire store, his focus is more on the front end of the store and my focus is on the back end of the store. I collaborate with the STL on what needs to be done. For example, we will walk the store together and identify issues that need to be addressed and discuss as a team how to best address those issue. When the STL is not in the store or on vacation, I am in charge of the entire store.

4. My primary job duty is getting the freight out. Ollie's goal is to get the freight out the door and on to the floor within 24 hours. The quicker the freight makes it to the floor, the quicker it sells. The majority of my work day is planning and managing the "door to floor" process.

For example, I am responsible for reviewing the manifest and determining the labor needed to unload the freight, as well as determining where to place the merchandise.

5. The Cheektowaga store is a high volume store and is the number two in the Company in terms of sales. We average between 80 and ~~200~~¹²⁰ pallets per week, which is significantly more than other smaller stores that might only receive ~~40-50~~^{ma} pallets a week. Over the weekend, we might do \$30-40,000 in sales per day. Whereas a smaller store might do \$9,600-\$18,000 in sales per day. The location of the Cheektowaga store also makes it unique, as we are close to rental units and sell a high volume of big bulk items such as rugs and mattresses that requires customer assistance. Because of the high volume of freight and sales that this store handles, I must be creative in how I allocate my labor hours. A significant amount of labor hours must be devoted to the front end and the cash registers, as well as the back end for the freight. This leaves a smaller number of hours to devote to other store functions such as customer service and recovery. Therefore, I must make judgment calls in terms of the number of labor hours allocated to these other functions. I am constantly making decisions on where and when to move people to meet the challenges of being a high volume store.

6. As a CTL, I am also responsible for making sure that merchandise is ideally suited to sell. I make merchandising decisions "on the fly." Once I can see the merchandise (as opposed to the description on the manifest), I can better determine where to place it (for example, whether it goes on an end cap). I used to be a planogram specialist, and this prior experience helps me visualize where product should go as soon as it comes in.

7. While I may perform certain manual-labor duties such as helping with store maintenance, these duties are incidental to my other job duties. I do what needs to be done to help the other associates. However, rarely do I operate the cash register. All other employees are trained

on the cash register so I, along with the STL, can remain mobile and manage the store. Overall, I perform many responsibilities and duties that are essential to the running of the business – duties and responsibilities that the hourly employees do not have. For example, I am responsible for opening and closing the store, handling the deposits, counting the safe, ensuring the execution of weekly priorities, reviewing and managing the sales plan, hiring associates, doing their performance reviews, conducting annual reviews, and managing payroll. These are responsibilities that hourly employees do not have.

8. Except for the STL, I directly supervise all the employees in the store. Unlike other stores where the CTL directly handles the performance reviews, I will collaborate with the STL on the performance reviews. If an employee has attendance or performance problems, I will have a one-on-one conversation with that employee and counsel him/her on what he/she needs to do to improve.

9. I have the authority to resolve customer complaints and issue refunds. If a customer has an outrageous demand, I will work with the STL on a resolution. For example, once a customer tried to return flooring that he had installed and then tore up. In this instance, I collaborated with the STL on how to resolve. This is the exception, however, and I usually handle customer issues myself.

10. I work approximately 49 hours per week.

11. I am paid a weekly salary, without regard to the number of hours I work.

Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Michael T. Giampa

MICHAEL T. GIAMPA

5-2-18

Date

DECLARATION OF KELLY GUNIA

I, Kelly Gunia, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the Commonwealth of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I began my employment with Ollie's Bargain Outlet Stores fourteen (14) years ago as a Head Cashier. Since then, I have been promoted through the ranks, holding the positions of Office Manager, Assistant Manager and Assistant Team Leader. Approximately four (4) years ago, I was promoted to Co-Team Leader and I have worked as Co-Team Leader at Ollie's Altoona, Pennsylvania Store since that date.

3. As the Co-Team Leader, I am responsible for all aspects of the hiring process. I believe this is a very important contribution because having the right people in place directly impacts the Store's success. I review applications, decide which applicants to interview, set up interviews, conduct interviews and decide who to hire. My Store Team Leader is not overly involved in the hiring process. Although my Store Team Leader is always available to discuss hiring issues with me, I have authority to make hiring decisions.

4. After an associate is hired, I provide orientation and complete all required paperwork. I am also responsible for making sure all associates are appropriately trained. I, along with the Store Team Leader, directly train new associates on how to work in the back room. I also have input into whether an associate is worthy of promotion.

5. I have the authority to write up and discipline associates. Of course, I involve Human Resources in this process as appropriate. I am also respectful of my Store Team Leader and advise him of any major issues. I evaluate seasonal employees and make decisions, based on their work performance and Store need, whether to terminate or keep seasonal help at the end of a particular season.

6. As the Co-Team Leader, I frequently resolve customer issues, including customer complaints. In making decisions relating to customer issues, there is no policy that I am required to follow. Instead, I use my best judgement about how to handle particular issues. Sometimes I need to think “outside of the box” in order to deal with customer issues and my experience greatly assists me in those instances.

7. In addition, I have responsibility for addressing and resolving employee issues. We have approximately 21 associates at the Altoona Store and I have supervisory authority over these employees. They often come to me with question and issues, which have the responsibility and authority to address and resolve.

8. An important aspect of my job involves making decisions regarding organizing and displaying merchandise at the Store. By way of example, we typically receive two days’ notice of what merchandise will be arriving on a truck. I decide how to display and organize that merchandise, including signage and end cap placement. I also make decisions about the most efficient way to get the merchandise to the floor and hand out assignments to associates.

9. At Ollie’s, the mix of merchandise changes weekly. I perform Store walk-throughs and evaluate what merchandise is on hand and about to be delivered and make decisions about where to place merchandise in each Department. If I notice that an item is selling particularly well

or that we are low on a specific item, I will put in a request for more of the item in an effort to increase sales.

10. I am also responsible for all scheduling at the Store. Scheduling includes evaluating associate requests for time off, evaluating and making decisions about how much staffing is required on particular dates and making sure the correct mix of associates are present in the Store based on the Store's need on particular days.

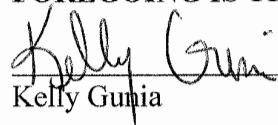
11. In addition to the above, I spend some of my time performing manual tasks such as stocking shelves, moving merchandise and cleaning. My managerial duties, however, take precedence over these types of activities. If a customer or associate has an issue when I am stocking a shelf, that issue takes precedence. If a decision needs to be made due to a change in a truck's delivery, that decision takes precedence over manual tasks. Although Ollie's is a freight-driven business, I understand that "freight can wait."

12. The Store Team Leader and I overlap at the store on 3-4 days a week for a few hours on those days. I view my relationship with the Store Team Leader as a partnership. When the Store Team Leader is not present at the Store, I have responsibility for all of the Store's operations and I am able to make all decisions necessary to run the Store.

13. My hours fluctuate and I work more in the build-up to the holidays. Most of the year, I work approximately 46 hours per week. I receive a salary of approximately \$45,000 annually for all hours worked. I also earn bonuses based on Store performance.

14. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



Kelly Gunia

5-1-18

Date

DECLARATION OF JESSICA HARRIS-GARBETT

I, Jessica Harris-Garbett, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of South Carolina, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I started working for Ollie's Bargain Outlet Stores in March 2013 at the Garner's Ferry Road location in Columbia, South Carolina. I was hired as a Sales Supervisor, was promoted to Customer Service Supervisor ("CSS") in September 2015, and promoted to Assistant Team Leader ("ATL") in February 2016. In December 2016, I was promoted to CTL at the Columbia store. I worked at the Columbia store until around December 31, 2017, when I transferred to the new Orangeburg, South Carolina store that opened in January 2018. I transferred stores to be closer to home in Orangeburg.

3. My primary job duties as a CTL are to delegate assignments to Sales Supervisors, check sales and operations, and walking the store to address merchandising issues as they arise. When I see areas that need attention, I typically assign tasks to the Sales Supervisor responsible for that area and follow-up with them to ensure they are completed. Delegating tasks to the Sales Supervisors allows me to check on other departments and know that what I have assigned will be taken care of by the Sales Supervisor for each department.

4. As a CTL, a large part of my job is making decisions regarding merchandising. I review the Projected Advanced Manifest ("PAM") and plan ahead for the deliveries and where merchandise will be located. I know that certain items, like name brand products, will sell better



on an end cap. As a CTL, I make decisions regarding product placement independently, but I often seek input of the STL and Sales Supervisors to get other opinions. We operate as a team.

5. Based on my experience as a CTL, I also know that customer demographics can affect profitability and I use this experience to plan merchandising. For instance, I know that at the Orangeburg store, beach blankets are less likely to sell quickly than at a store near Charleston, or even the Columbia store which is close to Lake Murray. Therefore, I would not place the beach blankets on an end cap or in the power aisles.

6. I am also responsible as a CTL for helping the Freight Flow Supervisor (“FFS”) prepare for the deliveries and planning out where we need space in the store for new inventory. The FFS will come to me for my opinion on planning issues and seek out my approval with things like placing items on end caps.

7. As a CTL, I am responsible for scheduling employees. I do this by reviewing the Daily Sales Plan, which tells me what days may be busier than others; the truck schedule, which requires additional staffing; and “ad” days, which is when an ad goes out to customers and typically results in a busier shift. I know when it’s an ad day and a truck day, I need to have the store fully staffed. My STL checks the schedule as a second set of eyes to make sure I didn’t miss anything.

8. I regularly conduct performance discussions, track attendance, and provide written warnings to employees. As a CTL, I am primarily responsible for coaching and counseling employees, and my STLs at both the Columbia and Orangeburg stores have trusted my judgment and allowed me to discipline employees independently of their review. One example would be that I monitor Ollie’s Army (customer loyalty) conversion rates for Sales Associates, and I have had to counsel employees and recommend ways for the employee to



improve their conversion rate. I have done this through observations of employees, as well as role plays and training exercises with the employees.

9. I have had to send employees home for performance issues as a CTL. For example, I had an employee who was standing around on his cell phone at the front door. Despite counseling the employee that this was against policy, the employee continued to try to find places to hide and be on his cell phone. I decided to send the employee home and document his violation.

10. I have never made the decision to terminate an employee, but have recommended employees for termination, typically for attendance issues. When I have recommended employees for termination, my recommendation has been approved by my STL. Because of the teamwork type relationship I have with my STL, I am comfortable making suggestions and communicating openly with my STL.

11. I have not conducted performance evaluations as a CTL, but my STL at the Columbia store would come to me for feedback. I was in constant communication with the STL on performance issues and where improvement was needed. I always looked for employees who were doing a good job who may be ready for training or development for the next role. At the Columbia store, I recommended that one Sales Associate be promoted to Books Supervisor, FFS, and finally ATL. My recommendation was accepted by the STL and this employee has done a great job. In my experience as a CTL, I have found that promoting good employees from within is valuable for the stores I work at.

12. I do spend time as a CTL on the cash register sometimes, but usually when a Sales Associate calls out and we need backup. This typically lasts less than 15 minutes. I have only spent an entire shift on the register once or twice as a CTL.



13. My STL and I jointly make many decisions for the store's operations. We are definitely on the same page when it comes to roles and responsibilities. When my STL is on vacation or off duty, I step into the STL role and make decisions independently without consulting my STL.

14. My role as a CTL has been different at the Orangeburg store than the Columbia store so far because the Orangeburg store is a new start-up store. For example, I have not had to deal with recruiting or staffing issues at the Orangeburg store because our employees were hired during an initial hiring fair and we have not had a high amount of turnover. At Columbia, I spent a lot more time dealing with staffing issues because it is very important to get the right people into roles. This allowed me to free up my time as a CTL to perform the day-to-day activities I was supposed to do, rather than having to assist the hourly employees with their tasks.

15. My starting salary as a CTL at the Columbia store was \$40,000 per year for all hours worked. When I transferred to the Orangeburg store I received a raise to around \$41,000 per year. I also received a \$1,500 bonus for 2017.

16. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

JESSICA HARRIS-GARBETT 
JESSICA HARRIS-GARBET

6/12/18
Date

DECLARATION OF JONATHAN HENKEL

I, JONATHAN HENKEL, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Kentucky, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the Florence, Kentucky Store for Ollie's Bargain Outlet Stores. I have been a Co-Team Leader since August 3, 2014.

3. As CTL, I am generally responsible for everything that happens in the store. I am responsible for the general operation of the store, including cash management, freight management and customer service.

4. In terms of cash management, I make sure that that cash is accounted for and gets deposited and that all cash reports are completed and sent to corporate. I oversee management of the frontline and make sure that our cashiers and CSAs are properly trained and taking all necessary and appropriate sets to limit shrink and cash shortages.

5. The CTL is the most knowledgeable regarding merchandize placement – that's what the company is paying us for. In terms for freight management, it is my job to make sure that freight gets to the floor in the fastest and safest manner possible. This involves planning for freight deliveries (determining where to display the merchandise and having appropriate staff to unload the trucks (including calling in temporary help if necessary), overseeing the FFS (freight flow supervisor) to ensure that the goods are accounted for (e.g., checking the manifest and dealing with discrepancies) and reacting to and managing in the face of unforeseen events (e.g., late trucks,



call-outs, incorrect or excess deliveries). I also exercise discretion in product placement to move goods and frequently have to make decisions regarding competing interests (e.g., determining the placement of seasonable goods and furniture which might be bulky and detract from other goods that should be more prominently displayed in the front of the store).

6. Ollie's stores are not "cookie cutter" and the layout of our Florence store is different from others. Unlike many retail establishments, Ollies does not use a store planogram and product placement is up to CTL. As a result, a primary aspect of my job is to use my retail knowledge and business acumen to determine product placement to enhance and maximize sales. Sales is like a chess game and we are constantly shifting freight to enhance sales. At Ollie's you need to think out of the box; often we can increase sales of a product that isn't moving, simply by changing product placement or display. Even though Ollie's corporate sends out guidelines, as CTL I need to determine what works best in our store and I have the discretion to make these important decisions

7. The management team at the Florence store is fortunate in that we have been working together for a number of years and we have high performing department supervisors and associates who get along. I have a collaborative relationship with the Store Team Lead (STL), Matt Lange. Generally I work without direct supervision. The working relationship between among the leadership in the Florence store is a distinguishing attribute of our store from others and directly impacts my role as CTL.

8. As a CTL, the department supervisors all report to me. Presently, I have three department supervisors who are responsible for food, domestics and books. I also manage the FFS and the other 18-20 associates who report to me within the store.



9. When I am in the store, my manager hat is always on, regardless of what I am doing.

If a manager's hat is not always on, they are probably not fit for the position.

10. In terms of customer service, my job as CTL is to make sure that everyone is giving good customer service. I handle customer complaints and have the discretion to do what is fair for the customer and company.

11. My most important decision on a daily basis is the allocation of employees – I determine the best way to get done all that needs to get done and prioritize our work and personnel accordingly. In doing so, I draw upon my knowledge of retail operations and people management training and skills.

12. At times, as a manager I will take it upon myself to perform tasks that are or could be performed by hourly associates. I do those tasks for the good of the store. For example, if a cashier calls out and I can't get coverage, during busy times of the day, I might ask an associate from the floor to run the register and I might finishing stocking a shelf. As a manager, I exercise the judgment to determine where to best assign associates to get the job done -- I develop a plan and adapt. No one "tells me" to gather shopping carts from the parking lot, but that is something that I will do because it benefits the store. The store appearance is enhanced if carts are not scattered throughout the parking lot and sales increase when customers have a cart available for their merchandise.

13. I do all of the hiring in the Florence store, from the interviewing to on-boarding. I only involve the STL if I decide to ask for a second opinion. After I decide to hire a front-end associate, I work with the ATL to ensure that the new hire is properly trained.



14. In the Florence store, I am the primary person responsible for associate discipline. I regularly communicate with Human Resources and have been the person to make decisions with respect to writing-up or terminating associates.

15. Ollies has management tools and guidelines to assist CTLs in the managing of the stores. The Visual Store Standards Binder is a guideline for managers to use in setting up and displaying merchandise. This is only a guideline and I use independent judgment and discretion every day. Similarly, the Red Book is a tool for managers to keep track of items such as safety standards, cash management and sales. The Red Book has a lot of useful information and is a useful tool to record and communicate information. But, the Red Book is not a substitute for a CTL's knowledge and management expertise. A manager could "pencil whip" the Red Book by checking off boxes, but that manager is not doing his job. For example, as a CTL I do safety walks. I don't just check the box to record that I walked the store, during that walk I make important observations and decisions regarding safety, such as to relocate carpet displays that may pose a safety risk or to direct that pallets be moved away from building exits.

16. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



JONATHAN HENKEL

5/23/18
Date

DECLARATION OF JASON HORN

I, Jason Horn, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of North Carolina, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I have worked in retail since 1994, and have held several management roles during that time.

3. I have worked in the Fayetteville, North Carolina area for most of my life, and it is a completely different animal than any other place because of the presence of Fort Bragg. Most of the people living in Fayetteville are not from here. This can create issues when dealing with customers as well as with employee turnover that don't exist in other areas.

4. I was hired as a Co-Team Leader ("CTL") at the Ollie's Bargain Outlet Fayetteville, North Carolina on May 23, 2017.

5. As a CTL, my primary job duties are the daily operation of the store from front to back.

6. I am responsible for hiring. I review job applications, interview job candidates, and have pretty much complete autonomy to make hiring decisions. Given my prior management experience in the retail industry, the Store Team Leader trusts my hiring judgment.

7. I regularly conduct employee training, including formal training and informal coaching and counseling. I believe that training is a continual, every day thing, and I am

therefore constantly coaching employees on how to do their job better and to become successful at Ollie's.

8. I am the primary manager responsible for setting employee schedules. I am very OCD about this. Each week, I draw a grid and list the must-have positions for each day, then schedule for those positions as I feel necessary. I tell employees that I reward their performance with hours. If an employee is doing well, he or she gets more hours. If an employee is not doing well, he or she won't get as many hours.

9. I am the primary manager responsible for employee counseling and write-ups. I take employee counseling and discipline very seriously. At a prior store, I observed that there was no accountability, which had a demoralizing effect on other employees. From that point forward, I have been committed to disciplining employees when warranted to show the good employees that their work is appreciated. I therefore handle most employee counseling and issue write-ups at the Fayetteville Store.

10. I would also recommend terminating an employee if it felt was necessary. However, because I've only worked for Ollie's for a year, I have not had an occasion come up where I've had to terminate. While there have been a couple of occasions where I was about to recommend terminating an employee, those employees ended up quitting first.

11. I am very active in loss prevention, particularly given the area where the Fayetteville Store is located. I coach employees to identify potential theft and to let me know if they see an issue, and I then try to treat the issue by providing very aggressive customer service for the customer.

12. Because I have lived in the Fayetteville area most of my life, I am very good at relating to our customers and resolving their complaints. The employees sometimes refer to me

as the “firefighter” because I am good at putting out customer fires, and employees will call me whenever there is a serious customer concern. I use my experience and training in the retail industry to talk to the customer and try to resolve their issue as quickly as I can. Sometimes, this involves giving the customer a discount or counseling an employee to try and make the customer happy and get a quick resolution to their problem.

13. One of the biggest differences in working at Ollie’s is that there are no planograms, which is a bit of a shock when you’re used to getting merchandising plans and instructions from a corporate entity like you do in other retail stores. Even though I have been working in retail for decades, there was a bit of a learning curve in not having a planogram to organize my merchandise for me. There is a lot of merchandise and a limited amount of space to place it, and you need to make sure it all looks nice. However, I’ve been able to adjust by thinking outside the box and using my skills to make judgment calls on what product needs to be moved quickly to be able to structure the store the best way possible to maximize sales.

14. I am not a “clipboard” manager and will sometimes step-in to help out an employee with a particular task, but when I do this, I am sure to take the opportunity to provide coaching and feedback to the employee on their job, and to show leadership and that everyone needs to help out on the little things from time to time.

15. I generally delegate decisions about end caps and placement to sales supervisors. However, I conduct weekly walk throughs to evaluate how the supervisors are using end caps and to provide oversight on this issue.

16. I understand that CTLs at some stores may be involved in freight planning. However, the Fayetteville Store has an experienced Freight Flow Supervisor that is generally

pretty good at planning freight deliveries, so I just supervise her and only get involved when I think it is necessary from an accountability standpoint.

17. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


JASON HORN

6-1-2018
Date

DECLARATION OF KAITLYN HUNTER

I, Kaitlyn Hunter, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the Commonwealth of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I started working with Ollie's Bargain Outlet Stores over four (4) years ago at the Bristol, Pennsylvania Store as a part-time Sales Associates and then moved to full time as a Department Supervisor at the Bristol Store. In 2016, I was promoted to a first-level management position and transferred to Ollie's Cherry Hill, New Jersey Store. I was subsequently promoted to Assistant Team Leader ("ATL"). A little less than a year ago, I was promoted to Co-Team Leader ("CTL") at the Cherry Hill Store and I have been working as a CTL in Cherry Hill since that date.

3. As the CTL, my duties overlap substantially with those of the Store Team Leader ("STL"). The STL and I run the store together and collaborate on most Store-related issues. While my STL and/or District Team Leader ("DTL") convey broad goals, they do not direct me in my day-to-day duties. Rather, I have authority to make all decisions necessary to run the Store and I direct other employees in the Store in doing so. In my previous management positions with Ollie's, I would regularly reach out to the STL with reports and/or questions. As the CTL, I make decisions on my own with little input from the STL.

4. My daily responsibilities at Ollie's include making decisions about product placement and assignment of tasks. Due to the nature of Ollie's business in consistently receiving different and varied product, I need to be flexible and able to quickly make these decisions. I am

responsible for prioritizing what needs to be done each day and assigning the appropriate associates to complete the work. I am also responsible for ensuring that direction from the Company is being passed to associates, as appropriate, and followed.

5. To me, one of the most important factors in the success of our Store is hiring the right associates and ensuring that our associates are able to successfully perform their job duties. As the CTL, I review applications and select which applicants to interview. I then conduct the second-level interview of applicants. In interviewing applicants, I am looking for individuals who are interested in a career at Ollie's and who will put effort into the Store. Ollie's spends a lot of time training new hires and, therefore, I want to ensure that we are hiring individuals who intend to remain under Ollie's employ. After the second interview, I discuss each applicant with the ATL, who conducted the first-level interview. We then collaborate on hiring decisions, although I have final decision-making authority. On occasion, I will seek input from the STL however, it is not often that I feel the need to do so.

6. I am responsible for supervising the training of new hires. I create a schedule for each new hire to train with the associate most experienced in the position. I also handle the orientation and onboarding of new hires.

7. In addition, I am involved in continuing coaching of the Department Supervisors – all of whom report to me. Every two weeks I walk through each Department with the Department Supervisors. During these walk-throughs, I review everything from merchandising to safety, always looking for opportunities to enhance sales within the Department. I discuss plans for improvement with the Department Supervisors and the Department Supervisors provide me with information on what needs to be done in the Department – which I then take into consideration in scheduling. This process ensures continuing coaching of Department Supervisors, with a specific

focus on providing tips to new Department Supervisors about overall appearance, signage and why a specific product may sell better in a different location.

8. I am also responsible for scheduling associates. I ensure that we have the appropriate number of associates to open the store, that enough associates are scheduled on dates when the Store is receiving a delivery and that sufficient associates are available to assist customers throughout the day. I schedule more associates to work on days when the Store is expected to be busy.

9. In conjunction with scheduling, I have access to the Store's electronic timekeeping/scheduling system. I also utilize this system to ensure that associates are appropriately recording their work hours. If an associate does not clock in or out on any given day, I follow up with the associate to ensure that his/her time is accounted for.

10. I also have responsibility for loss prevention within the Store. I attempt to discuss one loss prevention issue, such as safety or theft, during each daily meeting with the Store's associates. The Cherry Hill Store is on high alert for "push-outs" – when a customer fills his/her cart with product and then attempts to push it out of the front door without paying. I attempt to promote awareness of this issue among associates and advise them to welcome customers, make their presence known and monitor the front of the Store in an effort to avoid loss associated with "push-outs."

11. Although most chain retailers use a planogram to show where merchandise should be stocked, Ollie's does not because it does not consistently receive the same product. As the CTL, I am in charge of the Sales Floor and I need to make decisions about how to arrange the merchandise to facilitate sales and fit the Store's layout. When the Store is receiving new freight, I devise a plan on where to put the new merchandise. I work with Department Supervisors to

direct product placement. Often, new Department Supervisors have a difficult time operating without a planogram. I help them to think outside of the box and advise them that it is sometimes necessary to move product numerous times within a short timeframe.

12. At the end of each day, the Cherry Hill Store sends a daily email to the DTL. In this email, we assign a grade for the day that is determined by walking through the Store and evaluating appearance and safety concerns. If I give or see a low grade on that email, I develop a plan for what needs to be done the next day in order to improve that grade. I then work with the Store's associates to implement the plan.

13. I also deal with customer issues that arise. Ollie's does not have set guidelines on what I can or cannot do to address a customer complaint. When we receive a customer complaint or request, I evaluate the issue and then use my experience and judgment to do what I can to make the customer happy.

14. I support and have a role in employee recognition. Ollie's has a "High Five Program" whereby I, and other employees, can identify something that an associate did well and provide a recognition card that is placed in the breakroom. On a monthly basis, I review the "High Five" cards issued and select three (3) top contenders, evaluating the work done and/or achievement, to be sent to my District Team Leader for potential additional recognition by the Company.

15. When I am not engaged in the various duties outlined above, I spend some of my time performing manual tasks, such as stocking shelves, moving merchandise and cleaning. I make decisions about how to allocate my time and my managerial duties take precedence over manual tasks. I perform some of these manual tasks because I take pride in the Store and want it to look and function at its best – not because I am directed to do so.

16. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Kaitlyn Hunter
Kaitlyn Hunter

6/7/18
Date

DECLARATION OF BRITTANY L. JOHNSON

I, Brittany L. Johnson, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Ohio, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader (“CTL”) at the Boardman Store for Ollie’s Bargain Outlet Stores. I have been employed with Ollie’s since May 13, 2013, initially as an Assistant Team Leader and I was promoted to Co-Team Leader in September 2013.

3. When I was hired in as a CTL, my interview process was more extensive than that of a sales associate. I was the store manager at Family Dollar before I joined Ollie’s. Prior to becoming a CTL, one would need to have other managerial experience.

4. As a CTL, I recruit and interview potential employees for hire. At times, I conduct the first interview and the Store Team Leader does not always feel the need to conduct a second interview because he trusts my judgment. Additionally, I discipline employees, up to and including termination in consultation with HR.

5. As a CTL, although I follow the store policy, I frequently use discretion and judgment to make high level decisions regarding the store and the sales associates.

6. As a CTL, I have the authority to set pay within bands. If there are associates with extensive sales experience I attempt to get them fair compensation based on their experience.

7. As a CTL, I train new employees and on-board them to make sure they understand the expectations of the store and working their shifts. I believe that hiring is one of the most ~~important pr~~ aspects of my job as a CTL because it contributes to the success of the store.

8. As a CTL, I supervise between 20 and 22 employees and they directly report to me or the other CTL at the store.

9. If I see potential in some of the sales associates, I will recommend them for Ollie's Leadership Institute. I also provide self-assessment forms to associates who may be interested in promotion with the Company. Once they have completed the form, I help them with any training they may need for promotion.

10. As a CTL, I lead morning huddles to ensure that associates are accomplishing the daily goals and tasks for the store.

11. I also frequently resolve customer complaints and have the discretion to adjust prices and refund items as necessary. I balance the needs of the store with the customers' needs. Oftentimes, I go above and beyond to ensure that the customer is happy.

12. As a CTL, I open and close the store. I typically stop working about an hour prior to close to complete all the paperwork, check in refunds, count the safe, and make sure the deposits are logged in. I also maintain keys and alarm codes for the store.

13. When a sales associate has issues or complaints, I encourage them to come to me or the other CTL so that we can handle the issue internally. We have an open door policy and strive to make all of our employees happy.

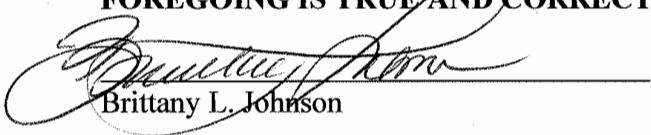
14. As a CTL, I also communicate discrepancies with freight deliveries weekly to internal business partners and I oversee the process for ensuring that we receive proper inventory.

15. I occasionally work the cash register, stock inventory and clean the store ~~because due to~~ needs of business. If other associates are too busy, it is easier for me to stop & help. ~~sometimes it is faster for me to do it than have another associate do it.~~ When I do help out with these duties it ensures that the store is running smoothly and that each customer is serviced. I can do the job of the sales associate, but they cannot do my job as a CTL. - ~~based off of training, experience, knowledge, & company's expectations~~

16. I work approximately 50 hours per week, but it may vary seasonally.

17. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



Brittany L. Johnson

5/1/18

Date

DECLARATION OF LISA KINDEL

I, Lisa Kindel, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Michigan, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the store at 100 South 20th Street in Battle Creek, Michigan for Ollie's Bargain Outlet Stores. I have been a Co-Team Leader at the Battle Creek store since August 2017.

3. Prior to my work at Ollie's Bargain Outlet Stores, I worked in a managerial position for different retail stores for close to 19 years. I have a Bachelor's degree in Psychology.

4. As a Co-Team Leader, I screen candidates for employment at the Battle Creek store and conduct interviews. I typically make the hiring decision for an Associate level position. If we are hiring for a department supervisor position, the Store Manager and myself will compare notes about our impressions of the candidate before making a hiring decision.

5. I complete annual performance evaluations for the department supervisor positions as well as most of the Associates at the store. My evaluation of an Associate (whether the employee meets or exceeds expectations) helps determine the Associate's compensation within a certain pay band.

6. I help identify and recommend employees for a leadership track (which we call Ollie's Leadership Institute). I then help them put together and execute an action plan so employees can reach their goals and advance within the organization.

7. I lead morning "huddle" meetings with the store staff and lead meetings to coordinate the receipt and unloading of freight for the store.

8. I oversee the sales department for the store. On about a weekly basis, I analyze store sales, shrinkage, and other data and conduct a "walk through" meeting with the Sales Supervisor. During this meeting, I share feedback with the Sales Supervisor regarding areas where the store can improve.

9. Because my annual bonus is based on metrics relating to overall store performance, it is in my interest to make sure that the department supervisors are meeting the store's objectives to the best of their ability.

10. I prepare the store's weekly schedule and determine the best way to meet store objectives within a labor budget.

11. I open and close the store, complete daily reports at the end of the day, and handle store deposits.

12. There are some general guidelines about how merchandise is laid out in the store. Within these guidelines, I have discretion to make decisions about product placement, endcaps, and expanding or shrinking product categories. The Sales Supervisor and myself typically discuss and coordinate these decisions.

13. There are national promotions for store products that we help execute. Beyond that, the Store Manager, myself, and the Sales Supervisor make decisions about store promotions and store signage to promote different products.

14. I determine whether the store needs supplies and order supplies from our internal resource or outside vendors.

15. Every week is different, so its hard to say how much time I spend on various duties each week. There is also a lot of variation based on seasonality.

16. I estimate I spend 5% to 10% of my time on hiring and interviewing duties and managing new employee orientation and paperwork; 15% to 20% on employee evaluation, supervision, and HR issues; around 20% managing the freight delivery/receipt process; and 20% to 25% of my time involved in the sales process.

17. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Lisa Kindel
Lisa Kindel

5/20/18
Date

DECLARATION OF BETH LANDINI

I, Beth Landini, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the Commonwealth of Pennsylvania,

and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I am a Co-Team Leader at the Clearfield Store for Ollie's Bargain Outlet Stores. I have been a Co-Team Leader at this Store since February, 2014.

3. As a Co-Team Leader, I handle all of the hiring for Store, including interviewing, orientations and all required paperwork. Last year, I interviewed approximately two dozen applicants. I make decisions about which applicants to interview and hire. Indeed, I hired the vast majority of the associates currently working in the Store. On one occasion, I made the decision to hire an individual who had previously been homeless, but showed a great deal of potential. This individual has since been promoted to manage two departments within the Store.

4. I also complete all associate performance evaluations. I meet with associates to discuss their strengths and weaknesses and to appropriately coach them. I draft and submit all associate reviews for the Store.

5. On occasion, I have issued written warnings to associates relating to disciplinary and/or performance issues. My preference, however, is to work with associates to reach their full potential. I spend a great deal of my time training associates in sales and customer service.

6. In addition, I am responsible for all associate scheduling, including addressing associate requests for time off and scheduling changes. I also address associate complaints and I am responsible for handling most associate issues that arise at the Store.

7. As a Co-Team Leader, I also field customer complaints. Associates are not permitted to make decisions when it comes to customer complaints and/or certain requests. I direct cashiers to contact me if a customer appears upset for any reason.

8. I also handle loss prevention for the Store, including all the MOS (marked out of stock). I spend approximately five (5) hours weekly on these issues, and I address damaged or stolen merchandise that typically ranges between \$400 to over \$1,000 depending on the week.

9. Finally, I make decisions about merchandise placement, signage and end cap placement. I do not receive a great deal of supervision in my position as Co-Team Leader. I independently make decisions regarding each of the job duties described above.

10. I also set up and adjust displays, however, I do this because I enjoy the work and to positively impact the appearance of the store, not because I am directed to do so.

11. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Beth Landini
Beth Landini

April 30, 2018
Date

DECLARATION OF JOHN LANGENBERGER

I, John Langenberger, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of New Jersey, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I started working with Ollie's Bargain Outlet Stores in October, 2017 as a Co-Team Leader ("CTL") at the Hamilton, New Jersey Store where I am currently employed. Prior to working at Ollie's, I held a number of management positions at various retailers and also owned a retail store.

3. As the CTL, I make numerous decisions on a daily basis. I make decisions about who to interview, who to hire, what assignments to give associates, how to handle customer and employee issues and where to place merchandise to best impact Store sales. I make the vast majority of these decisions based on my best judgment and my years of retail experience.

4. I have responsibility for recruiting, interviewing and hiring associates and supervisors. I have taken initiative to recruit customers who show an interest in working at the Store. In fact, I just conducted an on-the-spot interview this morning because a customer presented as a good quality candidate for employment. I also review applications that are received via Indeed.com and/or dropped off at the Store. I evaluate whether or not to interview an applicant and I have the authority to weed out applicants that I believe are not a good fit for the Store.

5. For non-management level applicants, I conduct the only interview and decide whether or not to offer employment. For management-level applicants, either I or the Store Team

Leader (“STL”) conduct the first interview and then make a recommendation as to whether the District Team Leader (“DTL”) should conduct a second interview of the applicant. The DTL always looks at the people I recommend and I believe that she trusts my judgment with regard to management-level hiring recommendations. With regard to seasonal help, I engage in a collaborative process with the STL wherein we evaluate performance and then jointly make decisions about retention or termination. Part of my job, as the CTL, is to monitor associate performance in the Store to determine whether the associate is working well at Ollie’s or needs to be let go.

6. After a hiring decision is made, I am responsible for orientation and new hire paperwork. I then coordinate training to ensure that all new employees receive proper training and are paired with the right individuals for training. I personally train associates on the sales floor, in merchandising and recovery. I also continuously coach associates to ensure they are performing well. Retail is a fast paced, unforgiving business and associates need to be trained well to succeed. For that reason, I immediately take advantage of all training opportunities presented to me. For example, I recently observed an employee preparing signage for an end cap. The sign, however, was missing two key items that Ollie’s associates are trained to put on end cap signage. I immediately stopped the associate and trained him to properly do end cap signage.

7. I directly supervise the Store’s Assistant Team Leader, Freight Flow Supervisor, all Department Supervisors and all cashiers. I work with Department Supervisors to identify opportunities in each Department and to place product in positions to maximize sales. My goal is to help the sales process, including by making decisions to relocate merchandise to a more advantageous position. For example, the Store recently received five (5) cartons of Honey Nut Cereals. The associate planned to put two (2) cartons of this product in the aisle and three (3)

cartons in top stock. Based on my prior experience, and knowing the price point of this product, I suggested creating a space in the front aisle where customers would easily see this product. Within two (2) days, 50% of the product sold due to its location.

8. In order for the Store to run properly, I need to ensure that associates are assigned the appropriate task. To achieve this, I need to evaluate Store need and staffing options. The first thing I do each day at the Store is prepare a plan based on what needs to be fixed quickly or completed that day, whether it be something that was missed the night before or merchandising if the Store has product that did not make it to the floor. I then evaluate who are the appropriate associates, staffed that day, to implement my plan. With regard to Store associates, I direct them to their tasks throughout the day.

9. The STL and I share responsibility for scheduling associates. When scheduling, I ensure that we have enough associates scheduled on dates when the Store is receiving a delivery, that we have supervisors scheduled on delivery days and that sufficient associates are available to assist customers throughout the day. Although we receive a labor budget, I have requested and received additional hours above budget when needed in order to complete specific projects at the Store. In conjunction with scheduling, I have access to the Store's electronic timekeeping/scheduling system, which I also utilize to ensure that associates are appropriately recording their work hours.

10. I have responsibility for loss prevention within the Store. Shoplifting is a major concern at the Hamilton store and, therefore, I consistently coach associates to observe customers in the Store and report anything they believe to be suspicious to management. I also double check vendor counts to ensure accuracy and review camera feeds to monitor for internal theft.

11. I also lead team huddles. It is my responsibility to ensure that Store associates are receiving information provided by the Company, including with regard to new products. I develop a plan regarding how to best implement information provided by the Company at the Store level. During these huddles, I also speak with associates about whether extra help is needed in specific Departments and assign tasks accordingly.

12. As a CTL, I have responsibility to resolve associate issues and/or complaints. This may involve talking to one or more associates or, in some instances, contacting and working in conjunction with Ollie's Human Resources Department. I also handle disciplinary issues, including discussions relating to customer relations and counseling relating to safety violations and over/short on the cash register.

13. In the Hamilton Store, the STL handles performance evaluations. I do, however, recommend associates for Ollie's Leadership Institute. I recently identified two people as performing well and recommended them for promotions through Ollie's Leadership Institute.

14. As CTL, I am in charge of the entire building, including the sales floor. Ollie's does not use a planogram to place merchandise because we have a constantly changing inventory and we never know what we are getting. I make just about every decision regarding merchandising, including where to place product on the sales floor. I make these decisions based on my retail experience and the quantity of product received. Because Ollie's does not utilize a planogram, I have a great deal of discretion in product placement and making decisions regarding how to arrange merchandise to facilitate sales and fit the Store's layout.

15. My authority over the sales floor also impacts my responsibilities with regard to freight delivery. I review manifests of incoming product and make decisions about where to place the product on the sales floor. On days when we are receiving a delivery, I lay pallets on the

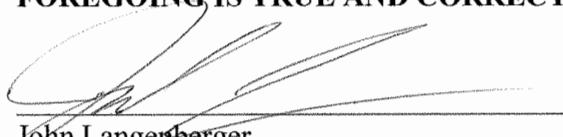
warehouse floor and label by Department based on the incoming product. Using this method, we can quickly place product with the appropriate Department and distribute to the sales floor. Indeed, the Hamilton Store won a context last year for moving freight in an effective manner.

16. I am also responsible dealing with customer issues that arise, both in store and sometimes complaints received by the Company that the DTL assigns to me. Ollie's does not have set guidelines on what I can or cannot do to address a customer complaint. I have almost open discretion to make a customer happy.

17. As CTL, I do not receive supervision in my day-to-day duties. When the STL is not present in the Store, I step into his shoes and I am responsible for the entire Store. I make all decisions necessary to run the Store and I do not need to seek approval or input to do so.

18. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



John Langerberger

6/7/18
Date

DECLARATION OF ANITA LEE

I, Anita Lee, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Alabama, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I have many years' experience in retail. I've worked at K-mart, Lowes, and other stores.

3. I have worked as the Co-Team Leader at the Scottsboro, AL Store for Ollie's Bargain Outlet Stores for about a year. I was hired here as a CTL. I was hired from Tractor Supply Company, where I was a store manager. TSC was cutting the amount of payroll hours each store had and I was having to do a lot of physical work to stock and run the store, and I was tired of that. I don't work as many hours at Ollie's, and despite the fact that I am second in command at this store, *about the same job* I actually have ~~more~~ managerial duties here than at TSC, where I ran the whole store. I was hired by my current store's Store Team Leader, Mike, because he also used to work at TSC and heard that I was a good manager. He wanted someone who could share management duties with him.

4. I have a very cooperative relationship with Mike. We jointly make management decisions together. He and I hand off hiring responsibilities, for example, and we also brainstorm together about other aspects of store management.

5. Mike has had the training to move up to being a district manager. I am working to learn all the aspects of running the store so I can step in and we will be prepared if/when he

leaves. I have given some thought to putting in to be an Ollie's STL myself, but I am not sure about that yet.

6. I am primarily responsible for scheduling in the store. I have to take a lot of variables into account in deciding who to schedule when, such as who's good at a particular job, who can work particular hours, and making sure we have the man-power to unload the truck, stock merchandise, and so on. I also have to pay attention to the store's labor budget.

7. The amount of trucks we get at the store each week varies; it's usually 2-3 per week. I don't get a lot of notice about what's going to be on the trucks before they get here. Sometimes I don't know until the day before. When the truck arrives, we have to make decisions about where to put the merchandise in the store. Unlike the other retailers I have worked at, Ollie's doesn't use a planogram. I work with Mike to arrange the store, but I have primary responsibility for merchandising the store. Sometimes changing how items are displayed and merchandised makes a big difference in how well the item sells. One example: we received a bunch of small clocks that played religious verses. We initially put them in the "As seen on TV" section of the store. They did not sell. I then had the idea to move them into the section of the store where we have the Bibles and inspirational items. The clocks then started selling really well.

8. I think we are going to have a reorganization of the store before long, and Mike has said that he wants me to be in charge of deciding the store's new layout.

9. Our district manager is in the store about every other week.

10. As part of my training, Mike has told me to pull back on supervising unloading the trucks and to focus more on overall merchandising decisions for the store.

11. Mike and I overlap for about 3-4 hours a day, 3-4 days a week. The rest of the time, when I am in the store I am the highest ranking manager on duty and I am responsible for running the store. I don't check in with Mike when he's off-duty, and he does not check up on me.

12. There are usually at least 3 other employees in the store when I am the manager on duty, and I supervise them and direct them about what to do. I've worked hard to train the employees so they don't always need a lot of direct supervision, but I am ultimately responsible for their performance and for directing them when I am the manager on duty.

13. I work with employees to schedule their requested time off; however, there are times when customer demand dictates that we have to be at work so periodically I have to ask them to reschedule.

14. I have authority to deal with customer complaints. I exercise my judgment about how to deal with them. A customer came in a couple of weeks ago and claimed an Ollie's employee had banged into his car with a shopping cart. He wanted money. I knew that no employee had been in the parking lot with a cart, and that the customer was not telling the truth. I was calm with the customer, but I let him know that I did not believe him and that he wasn't going to get anything from Ollie's. On the other hand, if I decide that a customer has a legitimate complaint, I have the authority to try to make the customer happy. For example, I might let the customer exchange a defective item for a similar but more expensive item. Within reason, I have the authority to do what it takes to make a customer happy.

15. I lead the huddle meetings with employees. I pair new employees with experienced employees for training, and I have the ultimate decision about whether someone is

learning well enough. I will step in and train an employee myself if I think it's needed.

16. The store's department managers report to me.
17. I approach good employees and ask them, "Have you given any consideration to moving up?" If they are interested, I make sure that they get the training they need. For example, we have an employee named Katlyn who was working the register. I thought she was good, and I knew she was interested in merchandising. I checked with Mike, and then I offered her the role of running the book department. She's been doing a fantastic job.
18. I make my own decisions about how to allocate my own time. If I think a manual task is most important at that moment, I'll help out. However, the reason Mike hired me and my primary value to the company is my ability to direct other employees, direct store operations, and use my judgment about how to keep customers happy and improve sales.
19. I work approximately 45 ⁵⁰ ~~50~~ hours per week most of the year. I schedule myself ^{with Mike's approval} and so I ^{APPROVAL} ~~APPROVAL~~ make the decisions about how much to work.
20. I am paid a salary of \$47,150 per year for all hours worked.

21. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Anita Lee
Anita Lee

5/30/18
Date

DECLARATION OF KAYLA LEE

I, Kayla Lee, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Alabama, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. As of about a month ago, I am the Store Team Leader of the Ollie's store in Gadsden, AL. Before that, I was the Co-Team Leader in this store for about a year. I have worked at this store since it opened about 4 years ago. I was hired as a part-time employee at this store when I was 18 years old. This is the only job I have had except for part-time work when I was in high school.

3. When I was CTL, my STL was Terry. He was the STL ~~the whole~~ time I worked for Ollie's. He and I had a good relationship, and Terry was the person who promoted me up to CTL.

4. By the time I got to be CTL, Terry and I had worked together for a fairly long time. I viewed my responsibility as jointly running the store with him. As my job title says, I was the co-leader of the store. He and I would trade off making the schedule, for example. We also worked together in hiring people.

5. Generally, I would go through applications and decide who to interview. I would do the first interview. If I thought someone was not good for the store, I screened them out and eliminated them from further consideration. If I ~~thought~~ ^{thought} someone was good, I would recommend them to Terry. As far as I can remember, he ~~never~~ ^{never} disagreed with my assessment.

6. Terry and I would be in the store together about 16-20 hours a week when I was CTL. I worked about 50 hours a week as CTL. My salary as CTL was \$38,000/yr. That's a lot more than hourly employees were paid. I was paid more because of my judgment and ability to direct other employees.

7. When I was the CTL and was working as the top manager on duty in the store, I had responsibility for all store operations. Terry did not call the store to check up on me, and I did not call him for directions or instructions. Also, when I was working openings, I lead the employee huddle in the morning. I would create and give assignments and goals to the employees based on sales numbers and what I perceived needed to be done in the store.

8. When I was CTL, I was primarily responsible for the sales floor. I regularly walked the floor with the sales supervisors and made suggestions about how to arrange the merchandise. While the store has departments, we don't have a planogram that shows us exactly where things should be located. The department supervisors had the initial responsibility for how to arrange the merchandise, but I was the person who supervised them and made the ultimate decisions about how to do displays. That included moving items around to improve sales. For example, we got some toilet paper that was not as cheap as Ollie's merchandise normally is. I therefore decided to put the paper up front to drive sales. I also made decisions about how to cross-merchandise items. For example, we got K-cup holders in a delivery. I made the decision to put them next to the Kruerig coffee so that both items would sell better.

9. There were usually 6-7 other employees in the store when I was CTL and the manager on duty, and I supervised them and directed them about what to do. I trained the employees so they didn't always need a lot of direct supervision, but I was ultimately responsible for their performance when I was the manager on duty. When I was CTL, if I thought someone

was good, I pulled them into the office and asked them if they wanted to go through Ollie's Leadership Institute. If they said yes, I would recommend them for OLI. I shared responsibility with the STL for making sure the employee completed each step of the training.

10. When I was CTL, we never had to terminate anyone. I had the authority to write people up and issue discipline, and I did write several people up for attendance issues.

11. As a CTL, I decided what was most important for me to be doing at any particular moment, whether it was directing other employees or I helping out with stocking. .

12. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
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FOREGOING IS TRUE AND CORRECT.**

Kayla Lee
Kayla Lee

05/31/2018
Date

DECLARATION OF DAVID LEMANSKI

I, David Lemanski, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Michigan, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the 5038 Miller Road store in Flint, Michigan, for Ollie's Bargain Outlet Stores. I have been a Store Team Leader in this store since May of 2017.

3. There are currently 25 employees at the store.

4. As a Co-Team Leader at the Flint, Michigan store, I run the day-to-day operations of the store as a co-equal with the Store Team Leader. I receive very little day-to-day direction from the district or corporate level in managing the store.

5. As a Co-Team Leader, my primary job duties are recruiting and hiring employees; managing the freight receipt, merchandising, and sales functions of the store; evaluating and coaching employees and performing HR functions; managing the store's payroll budget and preparing the weekly schedule to achieve the store's goals; and identifying talented employees for leadership positions and helping them progress toward this goal.

6. I screen all written job applications, conduct job interviews for the store, and make hiring decisions. I typically do not consult with anyone else when making hiring decisions.

7. As a Co-Team Leader, the time I spend on recruiting and hiring varies significantly by week. Sometimes I spend as much as 40% of my time on this task. Other weeks, I don't spend any time on it.

8. Once an employee is hired, I manage the orientation process and assign other employees to train the new employee. I will also assign an employee to serve as a mentor for the new employee.

9. I complete annual, written performance evaluations for all the employees at the store other than the Store Team Leader, and then submit them to the Human Resources Department. As part of these performance evaluations, I determine whether an employee's job performance exceeds expectations, which helps determines whether the employee receives an increase in pay within a certain band.

10. I verbally counsel employees, prepare written discipline, and make recommendations for terminations.

11. I prepare the schedule each week and determine how to achieve the store's goals within a payroll budget. If an employee wants to take time off, the employee submits the request to me as part of my scheduling duties.

12. I also help determine whether employees become a part of the Ollie's Leadership Institute (OLI). I review the employee's Individual Development Plan and provide them with coaching and prepare action items so that the employee can progress to a new position. I also help determine what type of career path might be appropriate for the individual employee (for example, if a sales supervisor position might be a good fit).

13. I would say that I spend on average up to 40% of my time evaluating and developing store employees.

14. Otherwise, I spend close to 50% or more of my time managing the process of receiving products and deliveries and setting up the product on the floor.

15. I have a lot of control over where products are placed within the store, which products are being promoted, end cap positioning, and the placement and content of store signs. I spend a lot of time analyzing and overseeing the physical layout of the store and merchandising opportunities.

16. I order supplies for the store from third party vendors or from internal sources.

17. On a day-to-day basis, I hold morning "huddles", which are 10 to 15 minute meetings where I discuss products, promotions, store issues, opportunities, and really anything that is going on in the store on a given day. I determine the agenda and plan for the meeting.

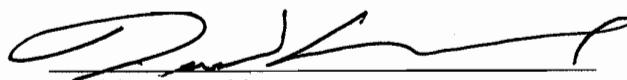
18. If a customer has an issue, I can issue refunds or provide a customer discount to resolve the issue. With few exceptions, I resolve customer issues at the store as they come in.

19. The STL for the Flint, Michigan store retired in April of 2018. My job duties have not really changed much as a result of his leaving the store. I have been doing the job duties mentioned above since May 2017.

20. My hours vary widely. Sometimes I may work 50 hours, sometimes more than 65. This depends a lot on seasonal factors.

21. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



David Lemanski

5/3/18
Date

DECLARATION OF WENDY LEWIS

I, Wendy Lewis, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Florida, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below
2. I am a Co-Team Leader at the Ocala Store for Ollie's Bargain Outlet Stores. I am the only Co-Team Leader at this store and I have been a Co-Team Leader since I began my employment with Ollies about a year ago.
3. My primary job as a Co-Team Leader, is to direct and manage supervisors, prepare employee schedules, and run all aspects of freight.
4. I generally work approximately 50 hours per week, but sometimes I make the decision to come in more to get something done. During the Christmas season, I will work about 60 hours per week.
5. I am paid \$49,000 per year plus bonuses. The bonus is based on how I and the store perform overall.
6. I do 90% of the hiring in the store. I do everything from reviewing applications, to deciding which applicants get an interview, to conducting the first interview, to making the decision to hire. The STL does not have to approve my decision before someone is hired, and I have authority to set the pay for new-hires. I am also the one extending the offer and completing new-hire paperwork.

7. All 30 employees within the store, other than the STL, report to me, and I will make recommendations for promotions and raises, which the STL always accepts. The STL and I work together to evaluate whether employees are meeting each step of their training plan in order to be promoted.

8. I will also counsel, train, and discipline employees as needed. This includes preparing write-ups and consulting with Human Resources.

9. I have not had to terminate anyone yet, but if I felt that I needed to terminate someone, then I would have the authority to do so.

10. I schedule all the employees except the managers. In preparing the schedules, I look first to deliveries and I schedule everyone else around that. I have discretion to arrange the schedules as I think is appropriate.

11. Each shift that I open or close, I will lead either the morning or nightly huddle to disseminate important information for the day, give employees their assignments, make sure that employees know what they need to get done, and prepare any reports.

12. Every two weeks I will walk the store with each supervisor and make sure their department is in line with certain company standards and is prepared to receive the next truck. I will make my own suggestions for improving their department and getting freight out. I also evaluate signage and end caps within each department. This involves a lot of thinking outside the box.

13. I will get involved in routine customer complaints if I think that it can be used as an opportunity to train an employee, particularly new employees. There are also certain customer issues that require my approval such as refunds above \$75.

14. Planning for freight is very important and has a big impact on the store's profitability. This store has low shrink and can be attributed in part to my work in making sure that freight is being checked in on the day the truck is received; planning for the delivery so that we know where product is going to go when unloaded; writing up plans so that supervisors know exactly what they need to do when a delivery is coming in and so that we can get product on the floor as quickly as possible; and directing and overseeing supervisors to make sure that products in boxes match what is on the label and that any discrepancies are being recorded.

15. Both the STL and I make decisions on merchandising. Sometimes we make decisions jointly, sometimes we make decisions separately, but I can make decisions about product placement and merchandising on my own. Before receiving a truck, I will look at the list of items we will be receiving and make sure that we have enough space so that we can get everything out on the floor. I also look at the sales report each week so that I can focus on items with low sales and move merchandise around to increase sales. I will also order more items if a specific item is selling well. Alternatively, if an item is not selling well, I look at the sales and recommend that it be marked down. My decisions with respect to merchandising also have a big impact on the store's sales and profitability.

16. I very rarely work cash registers and if I do, it is only because we are short-handed. It is also uncommon for me to directly stock shelves or unload merchandise. Instead, I direct others to do it. The hourly employees are the ones who really engage in the physical labor and take care of customers. I am the one managing and directing them to make sure they are doing what they are supposed to do and assisting them when needed. That is what Ollies is looking for when they hire a CTL, someone who can co-manage the store alongside the STL to make the store profitable.

17. I receive very little supervision on a day-to-day basis even if the STL is working the same shift. When the STL is not here, I am the one in charge and can make decisions to run the store.

18. The biggest difference between my job duties and the STL's is based on the distribution of work rather than the type of work. For example, if we are both working, he will supervise the store and the managers while I supervise the freight and the supervisors. Other than that, our jobs are very similar.

19. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Wendy Lewis
Wendy Lewis

5/3/18
Date

DECLARATION OF ROBERTA LOWE

I, Roberta Lowe, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the Commonwealth of Pennsylvania,

and I am competent to testify to the matters stated in this declaration.

2. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

3. Prior to signing this Declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

4. I was a Co-Team Leader (“CTL”) at the West York, Pennsylvania Store for Ollie’s Bargain Outlet Stores (“Ollie’s”) from about April 2016 through July 2017. I was promoted to Store Team Leader (“STL”) in Ollie’s Lancaster, Pennsylvania Store in July 2017. In March 2018, I became the STL in Ollie’s Harrisburg, Pennsylvania Store.

5. Prior to my time as a CTL in West York, I was an Assistant Team Leader (“ATL”) in the East York Store, from February 2014 through April 2016.

6. I was promoted up through the different management levels at Ollie’s through the Ollie’s Leadership Institute (“OLI”). Currently, in my role as an STL, I assist employees with their own promotions through the OLI. I also assisted employees with their own promotions through the OLI when I was a CTL. I am a huge believer in the OLI program.

7. In my role as a CTL, I would act as a mentor to the employees wishing to go through the program. Working in partnership with my STL, I would put together an individualized

development plan for the employee, and then work them up through the plan. As the employee completed each task, I would sign off on the tasks and they would move to the next task. I would usually set a deadline by which the task or tasks needed to be completed. Once the employee maxed out and completed all of the objectives, they would be considered “OLI ready.” This meant that, for instance, if they were seeking to move from an ATL role to a CTL role, once considered “OLI Ready” they could apply for an open CTL position at Ollie’s.

8. As a CTL, approximately 18 employees reported up to me.

9. On a typical day as a CTL, if I opened the store, I would go through all of the tasks in the Redbook and make sure they were completed. The Redbook was like my Bible. I would complete tasks such as turning on the registers, opening the back office, getting the daily cards done, reviewing the item of the day, checking all of the employees’ time punches to ensure accuracy, and conducting a safety scan to make sure there are no tripping hazards like carpets or empty pallets.

10. I would hand out assignments to everyone when opening the store. Sometimes the STL would note specific tasks in the Redbook that needed to be done on a certain day, but, otherwise, I would assign all of the tasks. Sometimes we would also keep ongoing tasks in the Redbook.

11. The main daily job of a CTL is merchandising the store. This includes things like reviewing buyers’ notes to know what deals were coming in and what price changes were coming down the line. It also includes things like knowing what items need ticketing and making sure that the endcaps are “seasonally correct” so that customers have easy access to what they need during that season. I would also review the computer reports that showed profitability levels for different items and I would get those products front and center.

12. When it came to closing the store as a CTL, the recovery started at 5:00 p.m. Every store is set up differently. As the CTL, I had to make sure my employees knew what they were doing and when their breaks were. I had to determine who took breaks, and at what time they took them, so everyone was not on break at once. The store could not be left messy. Around about 8:00 p.m. I would start pulling people off the registers and counting drawers and other related tasks. I would then lock down the store. I had the alarm codes and keys to the store.

13. I also completed end of day reports, such as the bank log and the safe log. I did not leave the store before the bank log was balanced and the safe log was balanced.

14. At the West York Store, when I was a CTL, we would get 2 trucks one week, and then 3 trucks the next week. It alternated. As a CTL, I would review the pre-manifest, along with the STL, to see how many pallets we would be receiving and in what departments. We had to figure out how many skids to lay out and in what departments they went. The West York Store had a huge warehouse.

15. In the West York store, we met our goals as far as shrink rate, which was about 1.75%. As a CTL, for a period of time, I handled the shipment discrepancies. It wasn't just about catching them, but also verifying that they were sent correctly. In order to keep our shrink rate low, I developed a system where we would generate a report that showed the dollar amount lost through discrepancies. I would then post that information in the break room for employees to see. This was my decision to do this and it was a huge motivator for the employees to keep shrink rates down.

16. As a CTL, I played a huge role in hiring. We even had a program called "Talent Tuesday" which was an incentive for the hourly employees to recruit people they knew for job openings. I would review applications and weed out the bad ones. I would select people that we

should interview and turn those in to the STL. I and the STL would interview folks together and then decide who to hire. Either the CTL or the STL would handle the on-boarding duties once a new employee was hired.

17. It was critical for the store's success to hire the right people and make sure everyone understood what they were supposed to do within their role.

18. When it came to things like setting new employee pay levels, or setting the weekly schedules for everyone, myself and the STL would have to consider the store's budget. You can blow payroll easily. You need to staff the store properly based on tasks needed to be done. As a CTL, you have to know if there are special projects or trucks that week, and staff accordingly.

19. As a CTL, I was responsible for completing performance evaluations for the employees who reported up to me. I submitted these to my STL to proofread and for additional input. I was also responsible for issuing discipline to employees. On two occasions, I had to work with HR to discipline an employee for having a bad attitude. I issued probably about 30 writeups for attendance issues while I was a CTL. I worked with HR in connection with terminations for about 10 employees for those attendance issues. Once I also had to partner with HR to terminate an employee who had 3 register variance overages in one month.

20. In the mornings, if I was opening, I would lead the team huddle. There, we would discuss loss prevention issues, concerns, and refresh employees on some of Ollie's acronyms, of which we have a lot. I also like to hand out employee recognitions, such as High Fives, at the morning huddles. I like to hand these out to anyone that goes above and beyond. It helps motivate the employees, which, in turn, helps the store's bottom line.

21. As a CTL, I also handled customer complaints in a way that I could get the customer in the best place they could be before leaving the store. I would offer discounts such as taking

10% off of their purchase. You'd be surprised how effective that is in making a customer happy.

If something was broken or was a display item, I could give them 25% off the item.

22. I very rarely worked a cash register while in my CTL role. This would have been if we were shorthanded for a brief period and I jumped on the register. I also spent time stocking shelves and putting out freight, however, these tasks were done by me in connection with my managerial duties associated with merchandising and keeping the store operating at a high level every day.

23. The CTL role is similar to the STL role. Everything lines up the same, except the STL is responsible for more paperwork and the STL ultimately has to answer for everything.

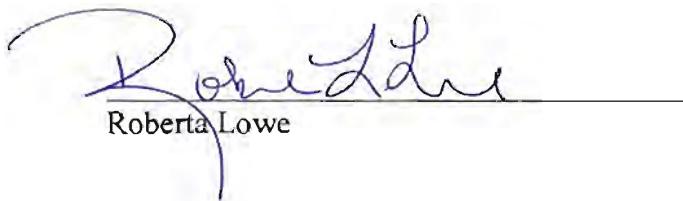
24. As a CTL, my weekly hours overlapped with the STL for about 20 hours out of the week. For the remaining hours that I worked, when the STL was not in the store, I was running the show.

25. To be an effective CTL, you have to be able to hold people accountable. You also have to be able to prioritize, in that you have to be able to look at the manifest and know what to do. You also have to be organized. A CTL's ultimate job is to make sure the store is operational at the best level it can be.

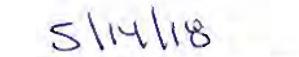
26. Not every associate has the ability to hold people accountable. That differentiates associates from CTLs. CTLs are also responsible for a lot of decision-making throughout the day and managing other people.

27. As a CTL, my annual salary was \$42,000.00. I was also eligible for a bonus, which was based on my store's performance, loss prevention goals, full time turnover, part time turnover, OLI numbers, and other factors.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



Roberta Lowe



Date

DECLARATION OF JEREMY MALONEY

I, JEREMY MALONEY, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Georgia, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the Gainesville, GA Store for Ollie's Bargain Outlet Stores. I have worked at Ollie's for about 3 months and have been a Co-Team Leader for that entire time. Before coming to Ollie's, I worked at a number of other retailers and supermarkets, including Publix, Winn Dixie and Wal Mart.

3. Despite the fact that I have not been with Ollie's for very long, I feel that I have a lot of responsibility in the store. I have a good relationship with my STL James, and I feel like he and I run the store jointly.

4. In terms of hiring, I review applications and decide who to interview, and then schedule the interviews. I was out of the store the first time we hired people, so James did the first interview. In later hires, I have done the first interview. If I think a person isn't a good fit after I have interviewed him, then he is eliminated from further consideration.

5. I think I have made a particular contribution in how the store's merchandise flow works. When I arrived at this store, I saw that the process of getting freight out of the stockroom and onto the sales floor was inefficient. Department managers were taking freight onto the floor without a good idea of how it was going to fit, which meant that they wasted time while they moved items around. I implemented a system in which I, in consultation with the department

managers, decide in advance where freight is going to go and how it will best fit. I make these decisions by looking at what's expected on the next truck and then evaluating how to display it on the sales floor. I then tell the other members of the team how the merchandise is going to be displayed so we can get it stocked as quickly as possible. Nobody told me I needed to improve the stocking process or how to improve it. I just saw an opportunity for improvement and implemented the system that I thought up.

6. I am in charge of deciding how to display merchandise on the sales floor. I base my decisions on what I think is going to sell best, how to pull customers into the store, and other factors like arranging products so that they'll be easier to inventory and so that customers can have easy access to them. I also have the authority to mark down damaged or dirty merchandise.

7. I review sales numbers and other financial information in order to decide what needs to be done in the store in terms of daily tasks. For example, if I decide that sales are down in a particular department, I might decide to change the signage in that department. I would tell the department manager on our weekly walk-through what I expected in terms of signage. I am not just relaying instructions from higher-ups. I am making my own decisions about what to pinpoint and what needs to be done better or differently.

8. I make my own decisions about how to allocate my own time. If I think a manual task is most important at that moment, I'll help out. However, if I think something else is more important – like deciding how to arrange merchandise – then I'll do that. I use my own judgment. However, I usually direct the employees below me as to what they're specifically supposed to do. I usually get more broad goals and have to decide how to achieve them.

9. Because I have not been with the company very long, I have not had much experience with scheduling. I am learning the scheduling system and I expect I will be doing more of that before long. I also haven't had anyone who's wanted to be promoted.

10. About half the week, I am the highest ranking manager in the store. My STL is not here. When I am in the store by myself, I am running the show. I don't check in with my STL. I direct all the employees in the store. That's usually about 7-8 employees. When the STL and I are working together, I have responsibility for the stockroom and the sales floor, while he takes the registers and the office. When we are working together, I have 5-6 employees reporting to me. I make lists of stuff to get done, then I will direct the employees on what I expect them to do. I make the decisions about which tasks have priority, and what I want people to be doing when.

11. I have had to deal with some customer complaints while I have been in the store. I have made the decision about how to address the complaints. For example, in the last week I have had 2 customers complain about the same sales associate. In both cases, the customers made the complaint to me and then I investigated. In both cases, I decided that the employee had not really done anything wrong but had done a poor job communicating with the customer. I counseled the employee about doing a better job letting the customer know that he heard what the customer expected and that he was going to help them as soon as he could. It's my responsibility to not only counsel employees to improve their performance, but to train employees.

12. The store's shrink is 1.6%. Based on my observations, I don't think that the primary source of our shrink is theft. I think it's instead caused by damaged freight and discrepancies between what's supposed to be on the truck and what's actually on the truck. I

have taken it upon myself to devise procedures to improve the way associates handle freight to prevent damage. I also am working on ways to make sure our freight count is accurate. Again, these are not things that any higher-up has told me to do but steps I am taking on my own.

13. I have the authority to counsel employees about performance issues. I have one employee right now who has an attendance issue. I made the judgment call about whether his excuses for being late and absent were justified. I decided that he did not have a good reasons for being late/absent, so I wrote up a written warning. I sent it to HR for review but they did not make any changes. This employee continued to be late and tardy without good excuses, so I made the decision to advance him to a final written warning. Again I wrote up the warning and sent it to HR. HR made only a very small correction to make sure I let the employee know it was a final warning.

14. I work approximately 45 hours per week.

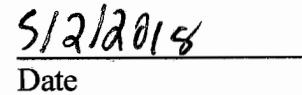
15. I am paid a salary of \$45,000 for all hours worked.

16. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



Jeremy Maloney



Date

DECLARATION OF JUANA MARTINEZ-SANTIAGO

I, Juana Martinez-Santiago, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Florida, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the Casselberry Store for Ollie's Bargain Outlet Stores. I am the only Co-Team Leader at this store. I began my employment with Ollies as a Customer Service Supervisor in September 2015 in Waterbury, Connecticut. I transferred to Florida about a year ago and worked as an Assistant Team Leader in the Leesburg store before becoming a Co-Team Leader. I was then transferred to the Kissimmee store. It was only a few months ago that I transferred to the Casselberry store.

3. My primary job as a Co-Team Leader, is to manage the store, manage associates, and make sure that customers leave happy.

4. I am always involved in interviewing new associates in some capacity. I will either conduct the first interview of applicants and decide whether they should get a second interview with the Store Manager based on their qualifications and how they come across during the interview, or I will conduct the second interview after the Store Manager has conducted the first interview. Even if the Store Manager has recommended someone for a second interview, he will accept my suggestion not to hire an applicant if I do not think that person is a good fit. If we both think an applicant is qualified, we will hire that person, and I am solely responsible for conducting the new hire orientation.

5. I supervise every employee in the store, which includes approximately 24 employees. Part of my responsibilities in supervising employees includes doing daily walks for the supervisors in the store and making sure that their department is up to both company standards and my own standards that I have developed for the store as a Co-Team Leader. When the supervisors fail to meet standards, I will counsel and train them so that they learn what is proper.

6. The Store Manager and I work collaboratively to conduct performance evaluations, and I am able to make recommendations for raises and promotions, which are generally accepted.

7. I recommend employees for Ollie's Leadership Institute and my recommendations are always accepted. Once I have recommended an employee for promotion, I am responsible for putting together the IDP.

8. I counsel employees with respect to attendance or performance issues, and I have the authority to prepare and issue write-ups without prior approval.

9. I am directly involved in deciding which seasonal employees will be let go and which ones we will keep at the end of the season.

10. I maintain an open door policy and encourage employees to come and talk to me, and I work to resolve any employee concerns.

11. In opening the store, I have the keys to the store, I have the alarm codes to shut off the alarm, I count the safe, I open the office, I make a list of what needs to be completed for the day, and I assign employees to complete each of the tasks that need to be completed. In closing the store, I assign employees to specific areas of the store for clean up and make sure that they are doing what they need to do. I also ensure that the deposit is counted correctly and that it is ready for the next morning. I also prepare and send daily report to the District Team Lead that addresses the store's performance.

12. I encourage employees to resolve customer complaints where they can, but cashiers need to get approval from me in order to process certain refunds or discounts. I do not need prior approval from anyone in other to approve these refunds or discounts.

13. Each week I prepare the schedule based on the needs of the store, how busy the store is, and any upcoming deliveries. I have discretion to schedule employees as I think is necessary as long as I stay within budget. If there is a day where we have had call outs or need additional support, I have authority to adjust the schedule and ensure that we have proper coverage.

14. Both the Store Manager and I make merchandising decisions. In making these decisions, I will walk the floor and decide where product will be placed or if something needs to be moved. I also look at the manifest before a delivery to see what is coming in to decide where certain deliveries will go. I also keep track of the end caps to make sure that things are selling. I can make the decision to change the location of products or to change end caps if I don't think the location is effective.

15. There is a lot of planning that goes into preparing for a delivery, and I make the decisions about where each associate will be assigned, including who is unloading, who is ticketing, and who is working pallets. I also supervise the Freight Flow Supervisor to ensure that she is checking in the truck, checking for discrepancies, and reporting those discrepancies properly.

16. It is important that our back room is empty and that we have as much product on the floor that we can for customer purchases, so I am always directing employees in putting inventory out on the floor and making sure inventory is ticketed correctly.

17. Although I will occasionally help run cash registers, it is not very often and if I am working the registers it is because there is a massive line or because I can make the refund line run smoother. This is part of my job as a manager to make sure the store runs smoothly.

18. Whenever I have to get involved in stocking items, I will team up with associates in order to make it a training opportunity, and it is unusual that I am doing this alone without teaming up with an associate.

19. On a daily basis I am making decisions about what area of the store associated will be assigned to, who will be working registers, what needs to be completed that day, and otherwise directing employees as things come up. I rely on my own skills and experience in making these decisions.

20. Although the Store Manager may give me a list of certain things that should be completed for the day, I do not receive much, if any, supervision and I have complete discretion to decide when to do complete certain tasks and how to get those things done.

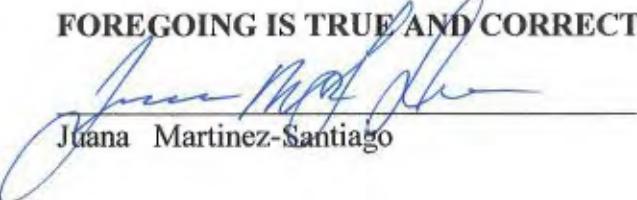
21. I view my duties and responsibilities are being very similar to that of the Store Manager. Although he has more authority to make certain decisions, we work together to run the store and he has never overridden a decision that I have made.

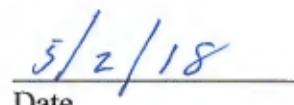
22. I usually work 10-hour shifts 5 days a week, but it is my decision if I want to work more hours during the week.

23. I am paid an annual salary of \$43,500 plus bonuses that are based on how the store performs and how I perform.

24. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


Juana Martinez-Santiago


Date

DECLARATION OF SYLVIA MAYS

I, Sylvia Mays, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Virginia, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader (CTL) at the Danville, VA Store for Ollie's Bargain Outlet Stores. I have been in this position since 2015. Previously, I worked at the Lynchburg, Virginia location of Ollie's and rose to the position of Assistant Team Leader (ATL).

3. There are currently 19 employees total at the Ollie's store where I work. I supervise all of them with the exception of the Store Team Leader (STL). The STL and I mostly run the store as a team, and there are few things that he is responsible for that I am not. For example, two days each week I run the store while he is not working and perform all the tasks associated with running the store on my own for those days. Day in and day out I am not supervised closely. When the STL is not here, there is no one onsite to supervise me. Therefore, the decisions I make each day regard all aspects of running the store, such as ensuring good customer service, determining whether product goes and what it looks like, and what other tasks need to be accomplished for the day.

4. I hire and recruit employees at the store. I have discretion to conduct interviews on the spot (such as when an applicant walks into the store to apply), and I also have discretion to weed out applicants who I do not believe will be successful at Ollie's. The STL and I often make joint decisions about who to hire. For applicants for seasonal positions, I can make the

decision to hire myself, but I like to discuss the hire with the STL because we are a team. One of the most important things in store success is hiring the right people and ensuring that they understand their job duties.

5. I onboard new hires at the store and will manage their training. I often choose to delegate training to other supervisors and will assign the new hires to specific supervisors. Even though I often delegate the hands-on training, I still manage the training process and ensure that new hires are trained well and correctly.

6. I conduct annual performance evaluations for everyone in the store except myself and the STL. I also recommend employees for Ollie's Leadership Institute (OLI), which is an internal pathway for promotion within the company. I often choose which employees to consider for OLI using my judgment of who may best be suited for growing with Ollie's. For promotions, the STL creates the training plan, but I implement it and ensure that the employee is meeting each benchmark on the plan. I have discretion to determine whether the employee has met each step on the plan, and each step must be met to advance in the training.

7. On the flip side, I can also discipline and counsel employees. Often this is for attendance issues, but I've also terminated someone from stealing. For seasonal employees, I have decision-making authority during the post-season ramp down process to determine who should stay on and who should be let go.

8. I resolve employee complaints frequently. I also resolve customer complaints routinely. I have discretion to approve refunds and do other things to go above and beyond for a customer, such as giving them 10% off even if they left their coupon at home. Cashiers need management approval for these types of decisions. I also am in charge of Ollie's Follies, and will decide when to perform product markdowns or relocate a product that is not selling well.

9. I open the store about three days a week and close it two days per week. Opening the store takes about an hour, during which I set up the computers, complete the red book for the store, do a safety walk to ensure the store is safe, and run through other tasks that need to be accomplished like counting the safe and tills. I also assign employee tasks to complete for the day. Closing the store takes about an hour and a half, including closing cash registers, counting the safe and deposit, printing refunds, emailing the District Team Leader (DTL) data for the day, and conducting another store walk to make sure signs and displays are up for the next day.

10. I am in charge of merchandising for the store, which includes how products are displayed and configured in the store. I will delegate some of these decision to my department heads to complete, but for store departments where there is no department head, I will do the merchandising decisions myself. These decisions include what signs to put out, how to arrange products on shelves, where to arrange the products, what products to place in endcaps, how to fit incoming product into the store, and generally how products are displayed. I make these decisions to maximize the store's profitability.

11. I make the schedule for the store and exercise judgment and discretion to decide how to schedule within the store's hours budget. For example, I will schedule someone who is fast on the cash registers if I know we may be a little short that day. Using my creativity is particularly needed when I have a low hours budget for the week.

12. To reduce the store's shrink, I created a policy with our freight flow supervisor to check pallet and product counts for a certain dollar threshold. To prevent theft, I also teach the cashiers regarding certain things to do—like saying hello to customers when they enter the store—that cuts down on theft.

13. I have been to other Ollie's locations to assist with grand opening and to train managers. These other locations include Harrisonburg, VA, Salem, VA, Bristol, VA, and Short Pump, VA, among others. From these visits, I learned that there are a lot of differences between Ollie's stores, including both in how each is displayed (because Ollie's has no planogram and each CTL determines store merchandising for each store) and how each store is managed.

14. I also oversee the freight process at the store, including planning for delivery and processing the freight. Although my freight flow supervisor has primary responsibility for this process, I supervise him and the process and step in to ensure it is flowing smoothly when needed. For example, if the store is receiving an entire truck of freight, I will work with the freight flow supervisor to plan for the delivery and ensure the product gets processed.

15. While I do things like work the cash registers, stock shelves, move stock, and do spot cleaning, these tasks are incidental to my duty to ensure the store looks good and is run smoothly. This in turn impacts the store's profitability.

16. I run morning huddles each day where I review a number of things with my employees. This includes covering the previous day's sales figures. I review these to make decisions regarding increasing the profitability of the store. For example, if a certain product is not selling, I may decide to change how we display that product in the store to increase sales. I also review Ollie's Army figures with my employees, the sales and ops figures, and other tasks that need to be accomplished for the day. For Ollie's Army, for example, I will coach employees regarding how to increase their sign up figures.

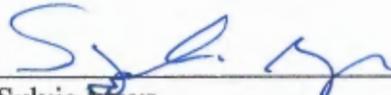
17. I conduct walks with my sales supervisors every two weeks where we discuss how to merchandise the products in their departments and figure out merchandising decisions

going forward. I will review the dashboard report with them, which includes sales figures, in order to inform our merchandising decisions.

18. I am paid a salary of about \$47,000 per year for all hours worked. My bonus last year was about \$7,000 or so. My bonus is based upon a number of factors tied to the store's profitability, so ensuring that the store is profitable is a big motivating factor for me.

19. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



Sylvia Mays

5/24/18

Date

DECLARATION OF BRYAN MELE

I, Bryan Mele, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Virginia, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Store Team Leader (STL) at the Lynchburg, VA Store for Ollie's Bargain Outlet Stores. I have been an STL since 2009. Prior to that I was an Operations Manager for Ollie's; that position is now called a Co-Team Leader (CTL). Lindsay Robey is the CTL at the Lynchburg store and has been in that role since 2009 or so. We truly work as a team in making most of the decisions for the store.

3. My primary job duty as STL is being the manager in charge of the store and having 100% ownership of all policies and procedures at the store. The CTL has basically the same duties that I have as STL. Lindsay and I have decided to divide the store's responsibilities so that she is focused more on the back end of the store, which includes managing the incoming freight and the merchandising of the store, and I focus more on the front end of the store. Anything that the STL does, the CTL does, and vice versa, and each is expected to do everything that each other does.

4. How STLs and CTLs divide their job responsibilities can differ from store to store and it is up to the management team at the store to decide what works best for them. For example, I have helped out at other Ollie's stores in Beckley, West Virginia, as well as Salem, Virginia, Bluefield, WV, Parkersburg, WV, Harrisonburg, VA, Lexington, VA, and Mt. Airy, NC to help with grand openings and preparing for inventories. From this experience, it seems that some STLs

will want to run the freight process no matter what, but other locations the CTL can run that process. Ollie's gives the STL and CTL discretion to run their store as they see fit based on each team's strengths and weaknesses.

5. The STL and CTL are the only people at stores who are privy to My Ollies or any discussions regarding wages.

6. I and my CTL both work five days per week on average, and there is always one of us at the store. When one of us is not at the store, the other runs it completely on his or her own. Lindsay generally does not need to run things by me when I am not at the store in order to make decisions.

7. Lindsay and I share hiring and recruiting duties. Sometimes she will interview a person and make a hire, and sometimes I will. We always have two people sign off on hiring. One of those two can be the Assistant Team Leader, or ATL, so if the ATL and Lindsay approve of the hire, I do not need to. Regardless of whether I or Lindsay makes the hiring decision, we have discretion regarding who to hire and who to weed out. When either I or Lindsay requests approval for an applicant to be paid a higher wage, our recommendation is generally approved by the District Team Leader, or DTL. Similarly, the DTL generally approves our requests to move a part time employee to full time. Either I or Lindsay can decide to turn a seasonal employee into a permanent employee. Lindsay or I will also train and onboard new hires, and we decide how to train them. We have decided to pair up new hires with existing employees as the method of training that we find works. Lindsay and I both manage the whole store and have about 25 employees we supervise together.

8. Performance evaluations are delegated based on job duties. The CTL will evaluate her direct reports. I and the CTL can recommend employees for raises and promotions. The

decision regarding who to recommend is made by one or both of us, and the DTL usually accepts our recommendations. I and the CTL will formulate an individual development plan (IDP) for promotions. The company has a template, but Lindsay and I use our judgment and discretion to tailor the IDP to the individual employee's needs and abilities. Lindsay and I also are in charge of signing off on the employee meeting each stage of the plan, and whether they have met that stage is based on our judgment.

9. Lindsay can discipline or coach employees. We often discuss these situations. We will also obtain administrative approval from the company's human resources department, but our recommendations are often followed or only tweaked.

10. Lindsay and I lead morning huddles where we discuss issues related to management of the store on a daily basis. Lindsay in particular will focus on freight flow and merchandising issues that need to be addressed, as well as sales figures for the prior day, and ensuring that our employees are signing up customers for Ollie's Army, which is the company's customer rewards program. Lindsay and I will lead a role play regarding how to do that and provide feedback. Lindsay will run the huddle if I am not there, and we'll run it together if we are both present. Lindsay and I will also decide what issues need to be addressed based upon a key performer index (KPI), which is essentially a report card for the store. We receive it monthly and decide what action to take based on it.

11. Lindsay and I will also lead evening huddles where we discuss end of day issues and what is needed to close the store. We will focus on getting the store "recovered" for the next day and what needs to be done to achieve that. We will assign employees certain tasks to perform.

12. Lindsay has responsibility for making merchandising decisions. Lindsay on a daily basis will make merchandising decisions regarding sign placement, how end caps appear and what

1mm

is in the end cap, and other decisions regarding how best to place products to sell. This involves a lot of judgment and discretion. Aside from a few promotional aspects of the store that are pushed by Ollie's company-wide, Lindsay has free reign over most of the store to determine product layout and how best to sell products. She spends a considerable amount of time doing this. Aside from making daily decisions and adjustment, she will do a walk through with each sales supervisor biweekly to discuss merchandising ^{and} ^{what} may be affecting sales. She'll discuss how the department looks, signage, clip strips, and j hooks. All of this is her judgment regarding how to sell products best.

13. The store will get a buyer's note ^{every} ^{note} Thursday regarding what products should be promoted, but Lindsay tailors ^{those notes} that note to the specifics of our store. She has to use her judgment and discretion in making these decisions. From store to store, almost everything will look different outside of the three to five promotional deals that are being made company-wide, and Lindsay is in charge of how that part of the store looks.

14. If she is scheduled to open or close the store, Lindsay will spend about an hour opening the store and about two hours closing it. When she performs tasks associated with opening and closing the store, they are managerial and supervisory in nature to ensure that it is done properly. She will conduct a walk through at the opening to ensure that the store is safe for employees and customers, as part of an operational risk assessment; she'll also make opening assignments and direct employees on what needs to be done. She'll also conduct a walkthrough during closing to ensure everything is as it should be.

15. Lindsay and I also have processes in place to ensure shrink is low. We have found that the best way to prevent shrink is to ensure awareness by employees and provide great customer

service. Lindsay is responsible for checking the consolidated manifest for freight as well, which shows what is on the truck and what is being billed.

16. Lindsay may order store supplies and must use judgment in that process. For example, if a lot of supplies are ordered one month and are above the budget, she may decide to keep her orders smaller the next month.

17. Lindsay can also adjust product pricing at times. If a product is damaged, she can reduce the pricing on it to sell it. She can also reduce the price of an item as part of customer service.

18. Lindsay can resolve employee and customer complaints herself most times. She can also recognize employees for a job well done. The freight slayer program—ensuring that freight hits the floor in 24 hours—is her baby, and she recognizes her employees for this.

19. Additionally, Lindsay is the manager in charge of the freight planning and processing aspects of the store. Planning for delivery for freight is very important and Lindsay takes ownership of that to ensure that the product goes from the truck to the floor within 24 hours. This may take up to 60% of her time. She will assign employees to specific tasks and also determine what tasks need to be done. Even when she is performing a task herself, it is as a manager and supervisor to ensure the whole process is being completed. Her head is on a swivel all the time. Lindsay has delegated checking discrepancies regarding the freight to the freight flow supervisor because her responsibility is for the entire process.

20. Lindsay is foremost a manager of the store. If she were to spend more than 10% of her time doing manual labor, then she would need to readjust to keep management tasks to the forefront. Even if she is doing manual tasks, it is incidental to her managerial responsibilities. If

the store is being run correctly—by Lindsay or me—then time spent in manual tasks is minimal.

That is the point of being a good manager.

21. I work approximately 50 hours per week, 58 around Christmas.

22. I am paid a salary of \$66,000 per year for all hours worked. Last year I received a bonus around \$10,000. Lindsay is paid a salary around \$50,000 per year and her bonuses are about \$4,000 to \$5,000.

23. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Bryan Mele
BRYAN MELE

5/3/18
Date

DECLARATION OF GINA MICHAELS

I, Gina Michaels, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Store Team Leader (“STL”) at the New Castle Store for Ollie’s Bargain Outlet Stores. I originally began my employment with Ollie’s on October 8, 2008 as a seasonal part-time associate. I was eventually promoted to Sales and Operations or Co-Team Leader (“CTL”) and then promoted to Store Team Leader in 2013.

3. As an STL, I work in tandem with the CTL and he has the authority to make decisions for the store when I am not working and even if I am working in the store.

4. The CTL is in charge of interviewing applicants and has the authority to hire them for employment at Ollie’s.

5. Although there is a base pay, the CTL has the discretion to set pay that he thinks is appropriate for each applicant.

6. The CTL supervises between 18-24 associates and is in charge of providing associates with written performance evaluations. The CTL also recommends associates with Ollie’s Leadership Institute and provides an Individual Development Plan to the sales associates who he thinks should be promoted. The CTL works with the associates to improve on certain areas before they are promoted.

7. The CTL has the authority to handle all counseling and discipline of employees. The CTL does not need to consult me as the STL before he gives the appropriate discipline. The CTL will consult HR. However, if I am the manager on duty, I will consult with HR as well.

8. The CTL works all five shifts either opening or closing. The STL and CTL only overlap at the store between 12-20 hours per week. The CTL is the only manager on duty approximately 30 hours per week. He makes all decisions for the store and does not consult me.

9. The CTL is in charge of making schedules for all of the associates. He uses his own discretion and judgment to determine who is needed on what shift.

10. The CTL uses a significant amount of judgment when freight deliveries arrive because he must make sure that there are enough employees at the store to unload the trucks to ensure safety of the associates.

11. The CTL is also in charge of items Marked out of Stock (“MOS”), which helps with the store’s profitability. The CTL submits MOS weekly. The CTL also works with associates on the standards within each department as well as the standards for merchandising.

12. The CTL makes sure that the food supervisor works with his team on “Freshness Fridays” in ensuring there are appropriate markdowns on food that is near its expiration date.

13. The CTL also is in charge of merchandising, including making sure items that need to be packed away are packed away to make room for new merchandise to come in. If pack-aways are not done correctly, the store could suffer a huge loss during inventory time.

14. The CTL also looks at the P&L and the dashboard to determine which items and areas are doing well and which items and areas are performing poorly. The CTL also must analyze what can be done to improve the profitability of the store. For example, if an item was selling well

last year, but is not selling well this year, the CTL would try to determine the reasons and develop plans to improve.

15. The CTL does weekly department walks and will also give guidance to department supervisors regarding switching out endcaps.

16. The CTL also evaluates the P&L to ensure that costs are in line with the budget.

17. The duties of the STL and the CTL overlap. The main difference is that as an STL, I have more interactions with the District Team Leader.

18. A CTL at Ollie's needs to have prior management experience before being hired. The CTL must be a good leader and a good merchant. He should be able to make quick decisions on his feet. The CTL's job does not necessarily end when he leaves for the day. He is constantly planning for the next shift.

19. Both the STL and CTL may occasionally stock items or work the register, but that is to increase customer service and ensure that lines are not longer than we like them to be.

20. At CTL works approximately 50 hours per week, but it may vary seasonally and he has the discretion to leave earlier if he needs to.

21. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



GINA MICHAELS



Date

DECLARATION OF HEATHER R. MIERS

I, Heather R. Miers, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader (“CTL”) at the #30 Butler Store for Ollie’s Bargain Outlet Stores. I have been a Co-Team Leader since June 2016. I was originally hired as a seasonal part-time employee on October 30, 2007, and was promoted to Assistant Team Leader and then eventually Co-Team Leader.

3. My job duties are to open and close the store and set plans for the day. I also make sure that everyone is doing what they are supposed to be doing to ensure the store operates.

4. As a CTL, I also manage freight flow and the sales floor. I ensure that everything operates smoothly.

5. As a CTL, I serve as HR captain. I listen to what is going on in the building and I address any issues regarding performance. I also have an open door policy. I listen, act and partner.

6. As a CTL, I also recruit, interview and hire applicants. I conduct both first and second interviews. I also on-board new employees to ensure that they understand the requirements of the job. Oftentimes, I make hiring decisions on my own because I have a sound mind and the STL trusts me to do that.

7. Although we have a set amount for compensation, I have the discretion to set pay above that amount depending on the experience of the applicant.

8. As the only CTL in this store, I directly supervise around 20 hourly employees and I set the pace for the entire day. I lead huddles and make sure that everyone is following the redbook to accomplish daily tasks.

9. As the CTL, I also make decisions to discipline and terminate employees when necessary.

10. I write up annual reviews for employees and consult with the STL to ensure that he is in agreement with me.

11. As a CTL, I recommend employees for raises and promotions. I also will recommend employees for the OLI or Ollie's Leadership Institute. I also prepare Individual Development Plans.

12. When employees have complaints, I resolve them using my own judgment. Situationally, I may involve the STL or HR.

13. If there is a customer complaint that needs to be investigated, I will take the lead in determining what occurred, including watching any video that may show what happened. I will also address the issue and resolve it with the customer.

14. I maintain time-off logs for employees and I create the schedule. If an employee needs time off for vacation, I work with them to facilitate that.

15. I am very involved in merchandising decisions. I make the seasonal changeovers and power aisle changes. I decide what we need to move out to make room for merchandise coming into the store. I drive my business through merchandising.

16. I look at the Profit and Loss (P&L) with the STL to determine what supplies we need to order. I monitor the P&L to ensure we are not overspending for things that we do not necessarily need. I also try to pick the best deals for the store.

17. I attempt to enhance the store's profitability by merchandising and putting the best margin forward, which requires me to be purpose driven.

18. I occasionally perform other duties such as working the cash register when two cashiers call off and we do not have associates available, or stocking shelves. However, I do not generally perform these duties.

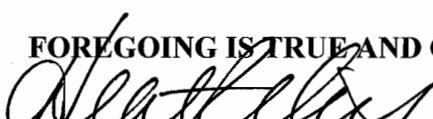
19. I work approximately 45-50 hours per week.

20. I am paid a salary of \$41,000.00 per week for all hours worked plus bonuses.

21. Many of my duties overlap with the STL and the STL does not closely supervise me. I serve as the captain of the ship when he is not working and have the authority to make decisions even when he is working.

22. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



HEATHER R. MIERS

5-1-18

Date

DECLARATION OF SCOTT PEGG

I, Scott Pegg, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Pennsylvania, and I am competent to testify to the matters stated in this declaration.

2. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

3. I was a Co-Team Leader (“CTL”) at the Belle Vernon, Pennsylvania Store for Ollie’s Bargain Outlet Stores (“Ollie’s”) for about one year, from March 2017 to March 2018. I was promoted to Store Team Leader (STL) in Ollie’s Unionville, Pennsylvania Store in March 2018.

4. Prior to working for Ollie’s I worked for Gabriel Brothers retail store for 23 years, and for about 13 of those years I was a store manager.

5. My primary job duties as a CTL at Ollie’s overlapped to a great deal with the job duties of an STL. The CTL and STL work as a team to manage the associates, manage the flow of freight, and keep customers happy on a daily basis. The CTL and STL work together to make the store run the smoothest.

6. As a CTL, I would work along with the STL and the Freight Flow Operator to determine how the product would come off of the truck and where it was going in the store. As a CTL, I was also responsible for making the employee’s work schedules. Usually I would do the schedules on Wednesday or Thursday for the following week.

7. As a CTL, I was also responsible for reviewing job applications and conducting the first round of interviews for potential new employees. Sometimes the STL would receive my hiring recommendation and sign off on it based on that recommendation. Other times, the STL might conduct a second interview of the applicant. During the year that I was a CTL in Belle Vernon I interviewed about 6-8 applicants. We did not have a lot of turnover in Belle Vernon.

8. As a CTL, I had 18-20 associates reporting up to me. Around the holidays or during the Spring when people are buying patio furniture, I might have had 21-22 associates reporting up to me. I conducted performance evaluations for those folks reporting to me as well.

9. I had responsibility for disciplining associates in my role as a CTL. If an associate's till was off by more than \$5.00 either way, I had to issue a counseling. That was a very common type of discipline that I had to issue, and just one example.

10. When a new associate was hired, as a CTL, I would conduct the on-boarding and orientation for that new associate. The CTL and the STL also lead daily huddles with the team.

11. Some of my other duties as a CTL included, but were not limited to, opening the store, closing the store, handling customer complaints, issuing discounts to customers for damaged merchandise, assisting the STL with merchandising decisions, and managing loss prevention and shrink issues. Each week, I would complete 6 different loss prevention reports. I also maintained keys to the store and knew the store's alarm code.

12. As a CTL, it was my duty to guide the team I had each day, have a plan, know the priorities for that day, and make sure the plan was carried out. This was done along with the STL.

13. I feel that it is the STL's responsibility to treat CTLs in a way that allows that CTL to become an STL. That is how my STL treated me when I was a CTL. That is how I treat my CTLs in my current role as an STL.

14. For instance, as a CTL, when I was working on a day that the STL was not working at all, it was up to me to make the plan. Currently as an STL, I treat my CTLs in the same way.

15. The job duties of a CTL are similar to the job duties of an STL.

16. On a very rare occasion would I run a register. For instance, if the store was busy on a Saturday and an associate was on break or had called out sick, I might jump on a register for approximately 10 minutes if the lines were getting backed up.

17. As a CTL, I worked approximately 50 hours per week.

18. As a CTL, my annual salary plus bonus was approximately \$47,700. I earned this salary plus bonus for all hours worked.

19. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.

Scott W. Pegg
Scott Pegg

4-30-18

DECLARATION OF JOHN PORTER

I, John Porter, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of North Carolina, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I have worked at the Ollie's Bargain Outlet Store in Concord, North Carolina since its grand opening around 8 or 9 years ago. I started as a part-time night associate, then moved to a morning associate, then sales supervisor, then key carrier. I am currently a Co-Team Leader at the Concord Store, and have been a Co-Team Leader at the Concord Store for the last 5 to 6 years.

3. In my time at the Concord Store, I have seen just about everything. For several years, the Concord Store was not big enough to have an Assistant Team Leader, which meant that I had to perform all of the duties of a Co-Team Leader as well as some of the day-to-day duties of an Assistant Team Leader. Since the Concord Store has grown enough to have an Assistant Team Leader, I've been able to delegate some of my managerial responsibilities to my Assistant Team Leader.

4. I've also worked for about 5 different Store Team Leaders, and have found that the store can operate very differently based on the Store Team Leader. Some Store Team Leaders spend most of their time in the office and focus on operations, while others are very hands-on in training associates while they're on the floor, which can impact my job duties as a Co-Team Leader.

5. My current Store Team Leader is a relatively new hire, and there are a lot of areas where I am more experienced than him and have to train him on the Ollie's Way because he has not worked at an Ollie's before. As a result, my current Store Team Leader relies heavily on my advice and recommendations.

6. I have even worked as a Co-Team Leader when there was no Store Team Leader at the Concord Store. During those times, I was the highest ranking employee at the store and was running the show. I had all of the responsibilities and duties of a Store Team Leader.

7. Generally, I see very little difference between being a Store Team Leader and a Co-Team Leader. As a Co-Team Leader, I know how to do all of the duties and have most of the responsibilities of a Store Team Leader.

8. As a Co-Team Leader, my primary focus is on supervising a sales team of about 18 associates and planning merchandising for the sales floor.

9. I recruit candidates to come apply for sales positions at Ollie's. For example, I was recently at Taco Bell and met a cashier who I thought had a good attitude and could be successful at our store, so I recruited him to come and apply for a position with Ollie's.

10. I review employment applications for candidates and determine whether they should be interviewed or not.

11. I generally conduct the first interview of every candidate and will decide whether the candidate should get a second interview or not.

12. If I approve of a candidate getting a second interview, I will meet with the Store Team Leader after the second interview and make a recommendation on whether to hire the candidate or not.

13. I conduct the training for every new hire, and constantly do day-to-day counseling and coaching with all sales associates and supervisors. For example, I train employees on loss prevention techniques, stocking and merchandising, and the Ollie's Way.

14. Every week, I do a walk-through where I evaluate employees' performance in their department and give them coaching and instruction on how to do their job better.

15. Every year, I complete a written performance evaluation of every employee and assess whether they have met standards based on my observations of the employee's performance throughout the year.

16. If I identify an associate who I believe has the right attitude and is a good performer, I will train that associate to become a supervisor and recommend that he or she go to Ollie's Leadership Institute so that he or she can potentially become a manager.

17. If I see that an associate is having performance issues, I will have a counseling meeting with the associate and issue a write-up to the associate. These are usually one-on-one meetings between the associate and me, although I may have a witness present if I am addressing a more serious matter with the associate.

18. If an associate does not improve after counseling and write-ups, I recommend the associate for termination. For example, there was once a key carrier whose performance was not good and would not improve even after counseling. I knew the employee wouldn't get better, so I recommended him for termination and he was terminated.

19. As a Co-Team Leader, I am also responsible for sales at the Concord Store.

20. I have worked at the Concord Store for several years, and know the area and the customers. A lot of the customers see me as the face of the store, and say that they couldn't imagine the store without me here.

21. The customers also come to me when they have complaints about product or if an associate is being rude to them. I am able to resolve their complaints by offering them discounts on the product, or by counseling the associate if I determine it is necessary.

22. Because I know the customers so well, I make sure to merchandise products that the customers will want in areas where they can see them and will be more likely to buy them. Customers often tell me that they came in the store to buy one thing, and left with a cart full of things. My job is to make sure that the customers see and want to buy products that they didn't necessarily come into the store to buy in the first place.

23. The Concord Store does not have a planogram, so I decide where end caps and signage will be placed to maximize sales. I then instruct sales supervisors to set-up end caps and signage ~~where I want them to be.~~ *P*

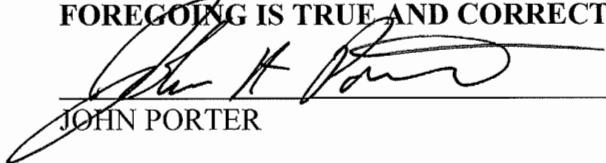
24. When we have a freight delivery, I review the manifest in advance and meet with the Freight Flow Supervisor to coordinate and plan where everything will go when it comes in so that it is Floor to Door in 24 hours.

25. I also train new hires on proper stocking and merchandising. For example, when we need to stock shelves, I will help a new hire stock a shelf so that I can coach him or her on the proper techniques and best practices while he or she is stocking the shelf.

26. Ultimately, I am evaluated based on my performance as a Co-Team Leader, which includes how the store's sales are doing. If I am able to improve sales, then it impacts the size of my annual bonus.

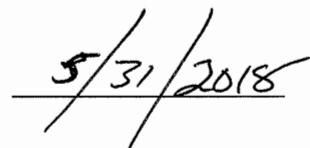
27. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.



JOHN PORTER

Date



5/31/2018

DECLARATION OF WILSON RADER

I, Wilson Rader, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am currently a Co-Team Leader at the Hagerstown Store for Ollie's Bargain Outlets.

3. Before working for Ollie's, I was a Store Manager for about 14 years at Blockbuster stores in Virginia, New York, Connecticut, and Pennsylvania. I managed stores consisting of about a dozen employees.

4. In 2006, I became a Sales Team Leader at the Mechanicsburg Store for Ollie's. I then became the Operations Team Leader at the Chambersberg Store for Ollie's. I have been a Co-Team Leader at the Hagerstown since approximately 2012.

5. My primary job duty as a Co-Team Leader is to make sure the store runs well.

6. One of the most important parts of that is hiring. I review the applications for all candidates that the store is considering hiring, and I look for people with availability, past work experience, and good references to decide who I want to interview. If anyone is being considered for a job at the Hagerstown Store, I interview them first. I generally interview all candidates before they are offered a job at the Hagerstown Store.

7. After the interview, I decide whether the candidate will be a good fit. If I think the candidate will be a good fit, then I have them complete a form so that we can run their criminal

background check. If the candidate passes the criminal background check, I will hire them. I make the decision on who has good enough qualifications to run their criminal background check. I generally call all candidates to tell them whether we've decided to offer them a job or not.

8. I do scheduling for associates. I schedule based on the number of hours the Store has in its labor budget, but I try to make sure associates get the number of hours they need depending on whether this is their primary job or just a part-time job. If this is the associate's primary job, I'll make sure they get scheduled for the right amount of hours. I approve vacation and time-off requests.

9. I do write-ups for associates. If an associate is late to work or has a performance issue, I will sit with the associate and write them up. *IF NEEDED BE AFTER TRAINING w/ HR*

10. I do annual performance reviews with almost all associates at the Hagerstown Store. I complete the performance review and meet one-on-one with the associate to go over their review with them. I also generally get to decide whether to give an associate a merit raise or not as part of their annual performance review.

11. For the most part, I have the ability to terminate associates. If I think that an associate should be terminated, I will call HR to talk about my decision and make sure that the termination is consistent with our policies. I will then call the associate and tell them that they are terminated.

12. The Hagerstown Store is a District Training Store, which means that other stores in the district will send their Assistant Team Leaders, Co-Team Leaders, and Store Team Leaders to the store for training. They will usually send 1-2 people to the store at a time, and the training can take up to 3 weeks. I lead the training for these people when they are the store, and coach them on things like loss prevention, safety, open/closing, ORAs, and other management items.

13. I have the ability to offer discounts to customers. If a customer is upset or thinks there is something wrong with the product, I will evaluate the product and the customer needs and offer them a discount. The amount of the discount depends on the specific customer. I will also consider the Store's mark-downs in the Profit and Loss Report to make sure that a discount doesn't hurt that number too bad.

14. I am responsible for loss/prevention at the Store. When an associate finishes their shift, I will usually do a bag check of the associate before they leave. I will also take deposits to the bank for the Store.

15. I order supplies for the Store. I get to make decisions on what supplies to order and how much to order. There is a supply budget in the Profit and Loss statement, so I try to make sure that I order supplies within my budget. Still, if I think we need supplies, then I'll order them.

16. I am responsible for opening and closing the Store. I have keys to the Store, as well as the alarm code for the Store.

17. I occasionally do things like move carts, clean bathrooms, and unload freight. When I do this, I generally team with an associate so that I can coach them on the right way to do things and being a team player. I do these things with associates to encourage teamwork and to show them that no one is too good to help out with the small tasks.

18. I usually work 5 days a week at 10 hours per day, so about 50 hours per week.

19. I am paid a salary as a steady, reliable pay no matter how many hours I work, whether more than or less than 40 in a week.

20. I have worked at several Ollie's stores and have worked with other Ollie's stores while I've been at the Hagerstown Store. I will generally call other stores and whenever I have a question, they will direct me to the ~~Co-Team Leader~~ at the Store because everyone knows that the

Manager on Duty

Manager *Manager*
Co-Team Leader is in charge of the store. Everyone expects the Co-Team Leader to be able to
handle whatever issues the store is having because the Co-Team Leader is in charge.

21. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Wilson Rader
WILSON RADER

05-01-18
Date

DECLARATION OF MELODY REEDY

I, MELODY REEDY, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of ~~Pennsylvania~~^{Maryland}, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader ("CTL") at the Chambersburg, Pennsylvania Store for Ollie's Bargain Outlet Stores. I have worked at Ollie's in various roles and at various stores for almost 22 years, and have been a manager for about 15 years. I have been a CTL at the Chambersburg Store for the last 6-7 years.

3. As a CTL, my primary responsibility is to make sure the store is operationally sound by supervising the employees, managing sales product, and enforcing Ollie's policies and procedures.

4. As CTL, I am basically in charge of all aspects of the store when my Store Team Leader ("STL") Todd Muzzio is not present. We schedule our shifts so that either me or Todd are opening or closing the store. If I am opening the store, then Todd is closing the store. Likewise, if Todd is opening the store, I am closing the store. Todd and I rarely work at the same time, which means that I am the highest in command at the store most of the time I am working.

5. My job duties including hiring associates. I review most applications and make recommendations on who to interview. I participate in almost all interviews, and take the lead in interviewing many of the candidates. At the end of the interview process, I make a recommendation to Todd on whether to hire the candidate. Todd generally follows my

recommendation. Since the candidate will have to report to both Todd and me if they are hired, it is important that I approve of the hiring.

6. I also do on-boarding and training for new hires. For example, I am responsible for on-boarding a new associate this afternoon. When the employee starts work, I do the initial training on things like safety, timekeeping, phone procedures, and how to promote Ollie's Army.

7. I supervise all employees at the store, and am the highest-ranking person at the store most of the time I am working. However, my focus is supervising the store's 5 sales supervisors, since I take a very active role in overseeing the store's sales.

8. I am in charge of scheduling for the store. I will review our payroll budget for the week and then consider the associates' availability when making a schedule. I also have to evaluate when we are receiving direct deliveries and when we have truck unloads and make sure that I have the right employees scheduled to work on those days. I have to use my own experience and judgment to be sure that I have the right people scheduled to work when the store needs them.

9. I review timekeeping in Kronos. If an employee misses a time punch, I have the direct authority to go in and correct their punch. However, before I correct a punch, I will interview the employee and possibly review video footage to make sure that I am entering the right time for the employee.

10. I do performance evaluations for all employees. I meet with each employee one-on-one and evaluate whether they do not meet, meet, or exceed expectations based on my own judgment. I then decide whether to recommend the employee for a merit increase, as well as the amount of the merit increase. My recommendations are almost always followed.

11. I recommend employees for promotion. For example, we have one part-time
Sale s associate who I felt would be a good candidate for a full-time customer service associate position.

I therefore recommended that she be allowed to attend the Ollie's Leadership Institute, which she is doing now.

12. I write-up employees when necessary. If I notice that an employee is having an attendance or performance issue, I will usually start by having an individual verbal performance discussion with the employee to try to get them to improve. If they do not improve, then I will partner with HR to issue a write-up.

13. I also recommend terminations when I feel they are necessary. While I do not have final authority to terminate someone, I cannot recall any instance where my recommendation was not followed.

14. I play a large part in the sales process at my store. This may be different from other stores, but I am interested in sales and have a vision for where merchandise should be placed and what allocations we need to maximize sales. During Department Walk Throughs, I try to figure out where we could use additional signage or displays and improve access.

15. I help coordinate truck unloads to make sure that we are efficient when unloading a truck and that we are "~~door to floor~~" in 24 hours. While I'm coordinating unloading, I will also start to evaluate product placement to maximize sales.

16. I work to make sure that we have the right product allocation depending on the customers that we get at our store and the seasons. My goal is to have the product that our customers want in the store, before they have to ask for it. This means that I have to constantly evaluate what our customers might want, and make sure we get the proper allocations ahead of time.

17. I am responsible for resolving customer disputes. Sometimes, this can involve giving customer discounts. I generally have the authority to give customer discounts without

seeking prior approval. For example, our credit card system recently went down which left a customer waiting for several minutes. I did not want the customer to get angry, so I offered the customer a discount on the items they were purchasing. I did not need to get prior approval to do this.

18. I am responsible for warehouse discrepancies. This may be unique to my store, but I am good at evaluating warehouse discrepancies and making sure we get proper credit from the Distribution Center for the discrepancies. My understanding is that in other stores, managers other than the CTL might do this.

19. I will occasionally help out with stocking shelves, moving carts, and unloading freight, but these are not my primary duties. I am primarily responsible for supervising employees, dealing with customers, and overseeing sales, so those duties always come before stocking shelves, moving carts, and unloading freight. The majority of my time is spent supervising employees, dealing with customers, and overseeing sales.

20. I generally work about 45 hours a week, but that changes based on the season, especially in holiday seasons.

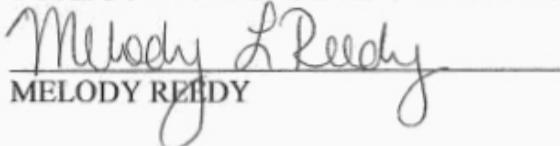
21. I am paid a salary for all the hours that I work, regardless of whether they are more or less than 40. As a manager, I believe you know that you may need to come in early and stay late some time, and that you know you won't be paid extra for doing that. It is just part of being a manager.

22. The statements I have made are based on my own experience as a CTL at the Chambersburg, Pennsylvania store. I have worked at other stores and know that CTLs may have different experiences at those stores. For example, I focus more on sales than CTLs at other stores.

I have also had a longer relationship with my STL than CTLs at other stores, which may mean they've had different experiences.

23. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



MELODY REEDY

5-2-18
Date

DECLARATION OF VICTOR REYES

I, Victor Reyes, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Florida, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the Kissimmee Store for Ollie's Bargain Outlet Stores. I am the only Co- Team Leader at this store. I have been a Co-Team Leader since I began my employment with Ollies in November 2017. Before working for Ollies, I was a Manager for Sketchers and I have 25 years of experience in retail.

3. My primary job as a Co-Team Leader, is to run the store and make decisions that affect the success of the store.

4. Although the Store Team Leader is the person who is technically in charge of the store, I am also in charge and our duties within the store are really very similar. On the days that I work with the Store Team Leader, he may make recommendations or suggestions pertaining to store management, but I am generally free to make my own decisions about how to run the store and decide how I spend my time each day. When the Store Team Leader is not here, I am completely in charge of the store and do not have to run decisions by the Store Team Leader beforehand.

5. In my role as Co-Team Leader, I review applications for potential new hires and relying on my prior work experience. I decide who to interview If I think someone is good, I will conduct a first interview. If has good credit is refer that person to the Store Team Leader for a second interview, who usually agrees with my or Experience

recommendation to hire that person. If I determine that someone is not a good fit, then that person does not receive a second interview and will not meet with the Store Team Leader.

6. I assist with training new and current employees, and everyone who works in the store, besides the Store Team Leader, reports directly to me, so I have about 30 people who report to me. Even when the Store Team Leader is present, employees still report to me, and I regularly counsel employees and resolve their concerns.

7. Although I conduct employees' performance reviews with the help of my Store Team Leader, it is only because I am new, and I will begin conducting performance reviews on my own. Based on an employee's performance, I will often recommend employees for raises and promotions, and my recommendations are regularly accepted by the Store Team Leader.

8. I have the store keys and alarm code in order to open and close the store. Each morning that I open, I give employees their daily assignments, make sure that everything is in order, prepare necessary reports, count the safe, and verify the cash registers. Once the store opens, I am in charge of the whole store, which includes making merchandising decisions, directing employees, and ensuring customer satisfaction. When I close the store, I prepare the end of day reports, count the safe and till, and lock the store.

9. My Store Team Leader prepares the weekly schedule, but he does so based on the information that I provide him. Each week, the Store Team Leader will ask me about the store's labor needs for the week. For example, I will look at the upcoming deliveries and tell the Store Team Leader how many people we will need, and the Store Team Leader will make the schedule based on my feedback.

10. The Store Team Leader will also order supplies based on the list that I put together. The Store Team Leader always orders whatever I indicated is needed.

11. I have put different measures in place in order to reduce shrink at the store, such as using radios to communicate, directing cashiers to greet all customers, ensuring that someone is always at the front of the store, and verifying SKUs for proper ticketing.

12. I am in charge of all merchandising decisions, signage, and end cap placement. Each week I look at the upcoming advertisement and also the upcoming deliveries to determine product placement in the store based on what products are listed in the ad, particularly those products on the front and back pages, and which products we are going to be receiving that week. Deciding what products are going to be featured on the end caps directly affects profits, and I will update and rearrange end caps based on how the items are selling after a few days. If products are not selling well in their current location, I make the decision and direct employees about where the product should be moved to increase sales. Alternatively, if products in the back of the store are selling very well, I will have them moved to the front of the store.

13. I will work the cash registers but only when the lines are long and there are no other cashiers so the customers are going to have to wait too long. I may help in stocking shelves or moving merchandise, but this is in relation to making the decision of where to place merchandise.

14. Unlike hourly employees, I have additional decision-making authority in resolving customer complaints. For example, I can decide whether to accept a return without a receipt or to issue a discount without a coupon. I do not need to obtain approval from anyone prior to doing these things.

15. I usually work approximately 60 hours per week across 5 days, but during certain holidays, I will work more hours as I will work 6 days a week instead of 5.

16. I am paid an annual salary of \$50,000 plus bonuses.

17. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


Victor Reyes

5/2/18
Date

DECLARATION OF JACOB REYES

I, Jacob Reyes, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of South Carolina, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I began working for Ollie's Bargain Outlet Stores as a Co-Team Leader ("CTL") in October 2016 at the Greenwood, South Carolina location. I participated in two (2) weeks of training at the Mooresville, North Carolina store. I worked as a CTL at the Greenwood store until I was promoted to Store Team Leader ("STL") at the new store to be opened in Orangeburg, South Carolina in February 2018.

3. Prior to working for Ollie's, I had seven (7) years of experience at OfficeMax, where I began as a part-time cashier around 2011 and ended as an Assistant Store Manager at the Orangeburg, South Carolina store.

4. As a CTL at the Greenwood store, I spent most of my time managing the staff and planning tasks. I was primarily responsible for HR functions, including associate engagement, scheduling, morale, and accountability. I estimate that I spent at least 80 percent or more of my workweek performing these duties, and less than 20 percent of my time working on displays in the store.

5. For staffing, as a CTL I would recruit prospective employees by going to other stores and noticing good employees. In one case, the local K-Mart was closing and I had a great experience with a very friendly cashier. I asked her to fill out an application and come in for an



interview at Ollie's and she became a great associate. As a CTL, I had the authority to hire Sales Associates and Customer Service Associates ("CSA") without approval from my STL, and the STL would generally be involved in the hiring process for higher-level employees, such as the Customer Service Supervisor ("CSS"), Freight Flow Supervisor ("FFS"), and CTL positions.

6. As a CTL at the Greenwood store, I think I added the most value by bringing in the right people. By hiring quality employees, I was able to focus my attention on my managerial responsibilities, such as staffing and planning displays.

7. I worked with my STL at the Greenwood store previously when I was at OfficeMax, so he knew that I was experienced and qualified to make decisions with little to no oversight. For example, I would complete performance evaluations for the Sales Associates and CSAs, and my STL would simply review the performance evaluation if there was a need to document areas for improvement. Otherwise, my STL gave me the freedom to manage the Sales Associates and CSAs independently.

8. My STL at the Greenwood store also gave me a lot of responsibility for staffing and scheduling the store. I would review the sales plan and truck schedule on a weekly basis to ensure that the store was staffed appropriately. I would send the schedule to my STL to review, but he usually rubber-stamped the schedule based on my experience with staffing and our prior work history together. The STL trusted me to staff the store correctly. We worked more hand-in-hand than as a boss/subordinate relationship.

9. As a CTL, I played a big role in accountability. At the Greenwood store, our main issue was attendance. I did not have to have my STL's approval to discipline an employee, though I would usually notify the STL the day I planned to document a disciplinary issue. I

regularly met with employees to discuss policy violations and counsel them to improve, and communicated with HR regarding these disciplinary meetings.

10. Another main responsibility for me as a CTL at the Greenwood store was to train Sales Associates and Sales Supervisors to improve in certain areas. I would conduct regular Sales Supervisor walks of a department with my Sales Supervisors, pointing out areas for improvement, and then follow up the following week to ensure the Sales Supervisor implemented my suggestions.

11. When I arrived at the Greenwood store, I noticed that there was an issue with discrepancies on the trucks, which was causing a higher percentage of shrink and reducing the store's profitability. I determined that this was because the prior CTL was doing the check in on an inconsistent basis and without any support. I implemented a new system where I would print out five (5) copies of the manifest and hand it out to the Sales Supervisors, who would check the truck inventory. They would report back to me and I would double-check the high dollar value items. This new process I developed as a CTL led to our store having the lowest shrink in the district.

12. Occasionally, I would work on an end-cap or other display as a CTL. Typically, when I was working on a display, it was because I wanted it done a certain way and I would follow up with the Sales Supervisor to discuss how the display should be set up in the future. Similarly, the only time I performed cleaning tasks around the store as a CTL was to use it as a training opportunity to demonstrate proper procedures for Sales Associates and Maintenance Associates.

13. As a CTL, I delegated most of the customer complaint issues to my CSAs. However, a CSA is not allowed to tell a customer "no," so some issues that could not be resolved

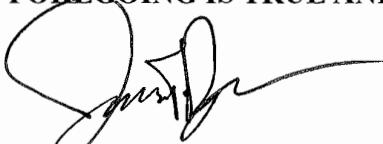
by the CSAs would be sent to me. I would listen to the customer's complaint and figure out the best way to address the issue, following up with Sales Associates as needed to correct any problems that may have resulted in the complaint.

14. As a CTL at the Greenwood store, I started at a salary of \$42,000 per year for all hours I worked, plus I received a bonus around \$3,000. I finished at a salary of around \$42,750 per year, and received a pro-rated bonus of around \$2,300 before transferring to my STL position at the Orangeburg store. I usually worked between 42 and 50 hours per week, averaging around 45 hours per week. I can count on one hand the number of times I worked more than 50 hours per week as a CTL.

15. My duties as an STL at the Orangeburg store are pretty similar to what I did as a CTL at the Greenwood store. I am still responsible for staffing and planning, but I do so on the manager and supervisor level, rather than for hourly associates. My experience as a CTL provided a good foundation for my work as an STL.

16. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



JACOB REYES

6/12/2018
Date

DECLARATION OF LINDSAY ROBEY

I, Lindsay Robey, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Virginia, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader (STL) at the Lynchburg, VA Store for Ollie's Bargain Outlet Stores. I have been in this position since 2009. The position was retitled to CTL a few years ago by my job duties remained the same.

3. My primary job duty is to be a multitasking manager for the Lynchburg store. This includes running the store when the Store Team Leader (STL), Bryan Mele, is not here, leading huddle meetings, opening the store, closing the store, giving goals to employees, assigning employees tasks, emailing the corporate office, directing the inflow of freight, and countless other tasks on a daily basis.

4. I help recruit, interview, and hire applicants. I will often do a spot interview of an applicant if someone comes into the store to interview. I will determine if this person should be considered for a position or whether they should be weeded out of consideration. Bryan and I will make the decision regarding whether to hire a person. If Bryan is not there for the interview, he will not second guess my opinion regarding whether someone should be hired. When someone is hired, I can make a recommendation to the District Team Leader (DTL) to pay higher than the set rate for new hires.

5. I onboard new employees and direct their training. New employees spend five shifts in training, and I will direct how they are trained and who they are trained by, even if I am not the one doing the hands-on training all the time. Bryan and I decided that this method of training works well for our store. Hiring and training the right people and making sure they understand their job duties is the most important element to store success.

6. Additionally, we are a training store and therefore train other management employees at Ollie's. I am responsible for training new team leaders, including CTLs, STLs, DTLs, and Assistant Team Leaders (ATLs) within the district. CTL and ATL training is two weeks long. STL training can take 3-4 weeks. I participate in all of this training, and we have a high retention rate for the people we train. We train new managers every couple of months.

7. I have also gone to other Ollie's locations to help fix issues and train staff there to ensure better performance. I have done this in several Virginia locations and this has taken multiple days at a time. From this I've seen that each Ollie's store is unique and different, not only in store layout, product placement, etc., but also in how the store is run.

8. I supervise and manage anywhere from 5 to 10 people at any one time; this encompasses all employees in the store with the exception of Bryan. There are 22 to 23 current employees that I supervise in total.

9. I conduct annual performance evaluation for my direct reports. I also counsel and take disciplinary action against employees. I will conduct counseling at my own initiative and without obtaining any approval. If I believe more formal discipline is warranted, I will discuss the issue with Bryan and/or HR and take appropriate action. My recommendations are generally followed, and I will implement the discipline myself. On the other side, I will also recommend employees for raises or promotions and will partner with the DTL to get that accomplished.

10. I lead morning huddles. During the huddles, I assign tasks to be accomplished to my employees—such as putting up signs, rearranging store merchandise, etc.—and give direction regarding what goals should be accomplished for the day and where everyone is to go. I will talk about customer kudos and providing good customer service. I'll discuss sales issues, including whether an item is a hot seller, any trending products or issues, product placements, whether to move items around, and other things. I'll review daily and weekly sales figures on my dashboard report to determine what changes need to be made to the merchandising of products in the store.

11. I also conduct evening huddles where I review what needs to be accomplished with my employees to close the store and ensure it is recovered for the next day. I'll walk the store to assess damage control—to see what sections have been over shopped, what needs to be cleaned, who is going to clean what sections, etc. I direct employees in the store recovery effort.

12. I conduct store walks biweekly with department heads to review their department's inventory and merchandising decision to ensure items are placed well or if items need to be changed, freshened up, or the end cap needs to be changed, among other things. I also conduct safety walks to ensure that there are no hazards in the store to employees or customers. I'll bring up any issues I find in a morning or evening huddle.

13. I resolve employee complaints and will try not to involve Bryan if I don't have to. Sometimes I will involve Bryan to discuss and we generally agree on what needs to be done. I also resolve customer complaints. I have authority discount items and give other discounts. One time I discounted the price of an item to cover the cost of gas to a customer who had a complaint. Hourly employees cannot do this.

14. I open and close the store each week. I will open the store three or four times per week and close it two times per week. Opening the store takes about two hours, which includes

handing out assignments to employees, opening the back office, making the break schedule, walking the store and determine other tasks to be accomplished for the day. For closing, I assign tasks to employees, count register and the safe, get the deposit ready, print flash sales out, send email update to the DTL (regarding the pallet count, Ollie's Army email, recovery, and other issues), and walk the store to ensure recovery is done. This process takes 1.5 hours or so.

15. Our store has low shrink, and we have adopted policies to help this. We do a hard count of some items that come off the truck. I have a policy that employees are to tell me about issues with items coming off the truck. I put in discrepancies from the truck into the store's computer to see if there is an issue company-wide to help prevent an issue at other locations. I have delegated the duty to the freight flow supervisor, who I supervise, to do a discrepancy count, but I am ultimately responsible for it.

16. I am responsible for merchandising decisions, like where and how to place signs, what to place in an end cap, where to place certain products, etc. I spent a lot of time making these judgments. I direct where products in the store go. If I get a buyer's note from the corporate office regarding a specific item to be featured, I will decide how to fit that into our specific store. In making merchandising decisions, I am always directing traffic and assignments and tasks of my employees. I rarely work on merchandising tasks—like stocking shelves—alone and always do so as part of my responsibilities regarding merchandising decision making.

17. Additionally, I developed a policy for my store where each day department heads have a specific task to do. For example, Tuesday may be Signage Tuesday, and Wednesday may be J Hook Wednesday. My department supervisors are to spend the last hour of their shifts doing the task I assigned to ensure that it gets done and to stay on top of the merchandise on the floor.

18. Managing the freight process is a large responsibility for me. I plan the process before a truck arrives to ensure proper unloading and placing on shelves. I have to figure out spaces in the store for the new products to go and then set up a game plan with my freight flow supervisor to determine the ordering of the process. I'll tell her what needs to happen first, and then I'll direct my other employees from there. At some Ollie's locations, department heads will be assigned only their own department for unloading and processing freight, but at my store I ensure that we all work on one section together before moving to the next. Planning for freight delivery is incredibly important to ensure product gets on the shelf and customers buy the product. Not planning properly can lead to chaos, and planning properly can increase the store's profitability. No matter what I am doing during the freight planning or processing aspects of my job, I am always managing my employees and directing them regarding tasks to be accomplished.

19. I also try to help the store be profitable by what I do. I will use the dashboard report, which says what each department sold and inventory levels, among other things. I'll email my DTL regarding what needs to be done regarding specific products and regarding a market report, which recaps the week at the store, including the number of pallets received, any operational or distributional problems, and other matters.

20. I encourage my employees constantly. I view this as incredibly important to motivate people, which in turns leads to better work.

21. When I do tasks like working the cash registers or stocking shelves, it is part of my overall managerial duties to ensure that the store is functioning properly, and I never stop managing people when I perform these tasks.

22. To be an effective CTL, you need to be a jack of all trades, have a background in management and sales, and be an effective communicator, among many other things. You have

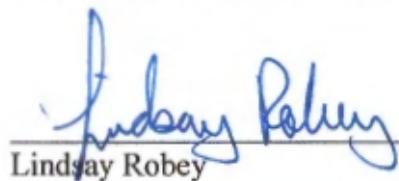
to be able to work with limited to no oversight. In fact, when Bryan is not at the store, I have virtually no supervision regarding how to run the store. I try not to contact Bryan on his days off. This is not much difference between my role as CTL and Bryan's as STL because we handle most of the same issues every day, and when he is not present, I assume all of his responsibilities and run the store myself.

23. I work approximately 45 hours per week, 54 around Christmas.

24. I am paid a salary of about \$45,000 per year for all hours worked. My bonuses range from \$1200-\$4500 on average.

25. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



Lindsay Robey



Date

DECLARATION OF MARK ROBINETTE

I, Mark Robinette, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Tennessee, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I was a Co-Team Leader (CTL) at the Madison Store for Ollie's Bargain Outlet Stores. I was a Co-Team Leader from when I was hired at Ollie's in March 2017 until I was promoted to Store Team Leader (STL) and transferred to my current store in Gallatin, TN in February 2018. Prior to working at Ollie's, I held a number of store management positions with Office Depot, including working as a store manager. I worked for Office Depot for 18 years prior to coming to work for Ollie's.

3. When I was an Ollie's CTL, my duties overlapped substantially with those of the store's STL. We had similar supervisory and managerial duties.

4. The Madison store was a new store, and I was hired to help open it. I hired the initial team at the store. I reviewed applications, called to set up interviews, conducted interviews, and, in conjunction with the STL, decided who to hire. Once employees were hired, I "on boarded" them and did their orientations. I also was responsible as CTL for making sure all employees were trained.

5. After the Madison store was open, the STL took a more active role in the hiring process for a while. However, all hiring duties eventually reverted to me. *Most of the time* *for the last few months at that location.* ~~at the store, I ran the hiring process by myself.~~

6. I was not a CTL for long enough to do employee evaluations. I assume I would have either run or had a major role in the evaluation process if I had remained a CTL for longer.
7. The STL and I overlapped at the store for 3-4 hours a day, When the STL was not at the store, I had responsibility for all of the store's operations. Generally, the STL opened the store and worked until mid-day. I came on duty about mid-day, and worked until closing.
8. As a CTL, I did counselings for all associates and managers other than the STL. We did not have very many occasions to have to discipline employees when I was a CTL, but on the occasions when we did, I often proposed a course of action and the STL "rubber stamped" it. I also participated in the investigation and interviews when we were considering disciplining an employee.
9. As a CTL, I frequently resolved customer issues, including customer complaints. I used my best judgment about how to handle a particular customer issue, including whether to counsel or discipline an associate or to issue a refund.
10. My STL and I shared responsibility for scheduling the store. At first, I did all scheduling, then my STL wanted to do more for a while, and then, as time went on, I did most of the scheduling again. Scheduling included evaluating employees' requests for time off (and sometimes not granting those requests), evaluating how much staff the store would need at a particular time, and making sure the correct mix of employees were in the store for what I anticipated the store would need.
11. As a CTL, I was the supervisor of the sales supervisors. They consulted with me about how to run their departments.
12. As a CTL, I had responsibility for organizing and displaying certain sections of the store. For example, we have a day or two notice of what merchandise will be arriving on the

truck. I had to decide how to display and organize the merchandise, including signage. I understand that other CTLs may have more responsibility.

13. As a CTL, I made decisions about merchandising. For example, I noticed on company financial reports that the Madison store was one of the top stores for spray paint sales. I sent an email to the company's purchaser for him to buy more spray paint for my store, which he did. I also requested inter-store transfers of items that were selling well at my store. *For example it's (MR)* On another occasion, I noticed that luggage sales were below what was expected. I *could (MR)* rearranged and relocated the luggage display in order to drive the sales up. No one *told me (or)* to take these actions; I *did* them on my own initiative because I wanted to increase the *would have to tell (MR)* store's sales. *could do (MR)*

14. I work approximately 50 hours per week.

15. As a CTL, I was paid a salary of \$48,000 per week for all hours worked. I also earned bonuses based on store performance.

16. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


Mark Robinette

4-25-18
Date

DECLARATION OF KAREN ROOK

I, Karen Rook, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of New York, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below
2. I am a Co-Team Leader at the Niagara Falls, New York Store for Ollie's Bargain Outlet Stores. I have been with Ollie's for approximately four years. I joined Ollie's as an Assistant Team Leader ("ATL") and was promoted to Co-Team Leader. I have been a Co-Team Leader for approximately one year and four months. I have approximately 27 years of prior experience in the retail business.
3. The Store Team Leader ("STL") and I share in the responsibility of running the store together. The STL does not direct my day-to-day responsibilities. I am the only CTL for the Niagara Falls store.
4. While I may perform certain manual-labor duties, they are incidental to my other job duties. For example, if I am helping stock merchandise, I am also making important decisions regarding product placement. Overall, I perform many responsibilities and duties that are essential to the running of the business – duties and responsibilities that the hourly employees do not have. For example, I am responsible for hiring associates, doing their performance reviews, making the schedule, conductin annual reviews, checking merchandise discrepancies, and responding to the needs of corporate. These are responsibilities that hourly employees do not have.

5. Ollie's does not use planograms, so I make decisions regarding merchandising – meaning the placement of merchandise. Merchandising plays an important role in making the store look presentable and influencing customer buying decisions. For example, if it is a nice day, I will make sure that the summer patio furniture is placed out front. In some of my previous retail positions, I did bulk merchandising. However, at Ollie's we do vertical merchandising. Merchandising at Ollie's requires me to exercise judgment in determining which merchandise will drive sales. I also use my creativity in making the displays look attractive. I receive a weekly dash report, which shows a breakdown of sales by department. If I see that sales are down in a department, I will make decisions regarding the movement of merchandise to improve sales. For example, if sales are down in Sporting Goods, I might make the decision to move the summer toys to the front of the department or an end cap. I follow sales closely and if I notice something is a hot seller, I will request more of that product.

6. I believe that one of the most important roles I play in the overall management of the store is hiring the right people and making sure they understand what they are supposed to do. I review job applications with the STL, and we make decisions as a team on who to bring in for an interview. If I do the first interview, the STL will do the second interview and vice versa. During the interview, I will look to see if the applicant asked the question presented or if they can provide any specific examples. When deciding who to hire, I look at the applicant's previous job history, their availability, and willingness to be flexible. If they are a job hopper, I will think twice before hiring them. Once hired, I oversee the onboarding and training. I do not follow a training guide or manual. Rather, I determine how best to train the new hires. I will usually assign the new hire someone to shadow on the register. I also work with new hires on merchandising and recovery, meaning pulling merchandise forward and straightening it.

7. I exercise discretion and creativity in deciding how to schedule employees within the labor budget. I receive a weekly budget from the District Manager, and I have to stay within the budget. When scheduling, I take into consideration the deliveries for the week and the labor needed to unload the trucks within the allotted time.

8. Except for the ATL and STL, I conduct the annual performance reviews for the store employees. When conducting the reviews, I will work with the Department Managers to solicit feedback. When performing the reviews, I take into consideration whether an associate is meeting the store's visual standards, their punctuality, how well they work with others, customer service, and whether they get merchandise and freight out on time. During the annual review, I will make recommendations regarding associate pay increases to the District Manager. The highest pay raise I've ever recommended was a 2.5% increase.

9. If an employee is under performing or having attendance issues, I will counsel the employees directly. If formal discipline is necessary (i.e., a write-up), I will review the matter with Corporate Human Resources. Once we agree on the appropriate course of action, I will execute the disciplinary action such as meeting with the employee to discuss and issue the write-up.

10. Employees will come to me with their complaints, which I will discuss with the employee, investigate, and taken action to resolve if necessary. For example, once an associate complained that another associate was not showing up to bring the carts back into the store. I met with the associate and discussed the importance of not running out of carts for our customers. Afterward, I monitored the situation and followed-up with the associate to make sure the other employee had improved (which he had).

11. I have the authority to resolve customer complaints and issue refunds. For example, a lot of customers come from Canada and might forget a coupon. I have the authority to give the

customer the discount without the coupon. Hourly employees do not have authority to give a discount without my approval.

12. I have access to Kronos and MyOllies, which contains confidential and personally identifiable information of our employees. In addition to the CTL, the ATL and STL are the only other store managers who have access to Kronos. Only the CTL and STL have access to MyOllies, which is where information regarding reviews, pay increases and terminations are stored.

13. I work approximately 48 hours per week.

14. I am paid a weekly salary, without regard to the number of hours I work.

15. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Karen Rook
KAREN ROOK

5/2/18
Date

DECLARATION OF KATHY ROYAL

I, Kathryn (Kathy) Royal, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Georgia, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the Rome, GA Store for Ollie's Bargain Outlet Stores. I have been a Co-Team Leader since June 2017. Before that, I was an ATL in the store. Before Ollie's I worked at another bargain outlet store in Rome, and I also worked in a restaurant.

3. My Store Team Leader is Terri Camacho. She's great, and I like working with her. I worked with her at another retailer before she and I came to Ollie's. Terri hired me to come to Ollie's.

4. Terri and I don't overlap in the store very much. We may be in the store together for three hours a day, three days a week. The rest of the time when I am in the store, I am the highest ranking manager in the store and I run the store. Terri is not a micro-manager and I don't want to bother her on her time off. When she's not in the store, we don't communicate. She trusts me to do my job. When I am in the store as the highest-ranking manager, I direct and supervise about 6-7 employees. When Terri and I are in the store together, we share supervision of the store's employees.

5. Even when Terri and I are in the store together, we usually are working on different things.

6. In terms of direction, Terri and the district team leader will give me sort of broad ideas and then I figure out how to implement them.

7. Our store runs really well. We have very low turnover. I can only think of one person who's been involuntarily fired while I've been at Ollie's. That was for theft and because loss prevention discovered the problem, I was not involved in the firing. I do counsel employees who I think could do a better job. For example, one employee wanted to tell a customer her life story. I pulled the associate aside and told her that was inappropriate. I documented the counseling. I do not have to check with anyone before I counsel an employee. I have never had to do subsequent stages of progressive counseling, but I believe I have the authority to do so if I wanted, in partnership with HR.

8. I also have had to deal with employee drama. For example, we had some employees' romantic situations spill into the store, including an ex-girl friend who was hanging around the store and the parking lot and making people uncomfortable. I had to go deal with the girl friend and get her away from the store. I decided how to handle this situation on my own. I did not consult with higher management.

9. I make the store's schedules. I have to take into account the store's labor budget, what the strengths of different employees are, when people want time off, and so on. For example, I will schedule strong cashiers when I think the store is going to be busy, or good stockers when the truck is making a delivery. Sometimes I make the schedule before the budget has come out and then I have to rearrange the schedule to accommodate the budget. While I accommodate medical issues and similar emergencies, I also tell employees when they can take personal time off and when they can't.

10. In terms of hiring, I review applications and decide who to interview, and then schedule the interviews. I generally do the first interview. If I think a person isn't a good fit after I have interviewed him, then he is eliminated from further consideration. At the moment, I am training an ATL to be a CTL, and I am letting her take the first interview and I or Terri take the second interview.
11. Terri and I split up evaluating employees. She evaluates some of them and I do others. Depending on my or Terri's review, we may decide to give an employee a raise.
12. I decide how to display merchandise on the sales floor. For example, we just got a shipment of weed-eaters. We've never had weed eaters in the store. I had to decide how to display and market the weed eaters.
13. The two aisles in the center of the store are called the power aisles. I get direction from the company about how to arrange the merchandise on about half the length of the power aisles. The rest of the store is pretty much up to me. I have trained my department managers and I have confidence in them, so a lot of the time I let them set up their own departments, but then I review their work and tell them to change it if I think there's a better way to display products.
14. I have the authority to adjust prices at the register in order to make customers happy. For example, the ceramic flower pots are hard to get apart, and sometimes we break one when we are trying to separate them. Sometimes, I'll sell a customer two pots stuck together with a discount for one of the pots so I don't have to get the pots apart and risk breaking one. Recently, a customer had trouble with window unit air conditioners. One air conditioner was missing its remote, and then he tried two other air conditioners that

were the wrong size. I felt bad that he had had to return 3 a/cs, so I gave him a discount on the fourth a/c he got. I gave him this discount on my own authority.

15. I make my own decisions about how to allocate my own time. If I think a manual task is most important at that moment, I'll help out. However, I think my primary value to the company is my ability to direct other employees, direct store operations, and use my judgment about how to keep customers happy and improve sales.

16. I work approximately 45 hours per week most of the year, and about 50 hours per week around Christmas.

17. I am paid a salary of \$40,600 per week for all hours worked.

18. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Kathy Royal
Katherine (Kathy) Royal @

5-2-78
Date

DECLARATION OF NICOLE SHINDEL

I, Nicole Shindel, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I have worked at Ollie's Bargain Outlet Stores for about 10 years. I have worked as a Store Team Leader in the East York, Pennsylvania and Mechanicsburg, Pennsylvania stores. I am currently the Co-Team Leader in the Harrisburg, Pennsylvania store.

3. I've noticed big differences in the job duties of a Co-Team Leader from store to store. Most of these differences are based on the sales volume of the store or the Store Team Leader. For example, because the Harrisburg store has such a high volume, there are two Co-Team Leaders there and we split up the responsibilities for the store. I've also seen some Store Team Leaders ask their Co-Team Leader to focus on hiring and other human resources roles, whereas other Store Team Leaders have their Co-Team Leaders focus on managing freight flow and other operational issues. The job duties of a Co-Team Leader tend to vary depending on the store and the Store Team Leader.

4. As a Co-Team Leader at the Harrisburg store, I run the human resources functions of the store like hiring, supervising, training, and payroll.

5. I do a lot of tasking. I start each shift by walking the store to determine what needs to be done that day, and then tasking associates and supervisors to whatever assignments I determine they need to complete.

6. I also do daily walk throughs of each department with the department supervisor to review their sales numbers, end caps, and freight flow with them, and to offer counseling and feedback on what they are doing well and what they need to improve on, as well as follow-up to make sure that they are using my suggestions and improving their department.

7. I do new hire training, but I am also constantly coaching and training employees on how to improve even after they've been hired. I am a very hands-on trainer and use my experience in retail to give employees practical advice on how to do things better. I consider my training to be live, on-the-job training so that I can show employees the best way to do their jobs. I also get to know the employees so that I can determine what type of feedback or training they best respond to, and then I coach them according to that.

8. If I see an employee who is having conduct or performance issues, I do an initial write-up that I give to HR to look at and offer suggestions on, and then I issue the write-up to the employee.

9. I handle employee complaints. We have an open door policy where an employee can talk to any manager about problems they are having, and employees often come to me with their issues so that I can help them. Because I do a lot of training and am in charge of scheduling, I think that employees recognize me as being a leader of the store and know that I can resolve their problems for them. I therefore address a lot of employee complaints about co-workers, scheduling, and other issues.

10. I receive and review job applications and interview employees for jobs. Sometimes, I will conduct an interview with an applicant on the spot, because it is hard to get good employees and I know that I need to act quickly to try and hire someone who might be good. I

make recommendations to the Store Team Leader on who to hire, and she generally follows my recommendations.

11. I make the store's schedule every week. I get a labor budget from my District Team Leader that has the total number of hours we can assign for the week, and then I schedule employees according to the budget. To do this, you have to know the business. For example, you have to know truck schedules, coupon days, and other busy times so that you can allocate the right number of hours to those days, and not use up all of the hours in your weekly budget to slower days. You also have to know the weaknesses and strengths of each of your employees so that you are sure to assign employees to the days and hours that they are needed.

12. I run payroll for the Harrisburg store. This means that I am in charge of setting employees' job duties and promotions or demotions. I also oversee timekeeping and am responsible for editing missed or inaccurate time punches.

13. After 5 pm each day, I focus on customer issues. The customers always want to be able to speak with a manager whenever they have a concern, so I make myself available to handle their issues. I have the authority to offer customers discounts on our products if I think it is necessary.

14. I also set ads. Our ads break on Thursday, so I prepare in advance by tasking associates to prep signs and stage the ad. Occasionally, I will help the associate do the work, but my primary responsibility is planning and tasking.

15. I open and close the store. I have keys to the store, as well as the alarm codes.

16. I do not do much with freight delivery. This is unusual for a CTL, but my co-CTL is primarily responsible for operations at the store and she plans and manages freight deliveries.

about that.

17. I am paid a salary of \$54,000 per year, and receive the same weekly salary no matter how many hours I work. Sometimes, I will have to stay a little late because my managerial responsibilities require it, and other times I will take a long lunch to handle a personal errand. However, because I am salaried, I get the same amount each week no matter how many hours I work.

18. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


NICOLE SHINDEL


Date

DECLARATION OF SARAH SHULK

I, SARAH SHULK, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Florida, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am currently a Store Team Leader (“STL”) at the Sarasota Store for Ollie’s Bargain Outlet Stores, located at 4092 Cattlemen Road. I have been in this position since August 2017. I was hired by Ollie’s in February 2014 as a Customer Service Supervisor at the Clarksville, Tennessee Store. In July 2014, I was promoted to Assistant Team Lead. In March 2016, I relocated to the 212 Orlando Store as an Assistant Team Lead. In January 2017, I was promoted to Co-Team Lead (“CTL”). In August 2017, I served as a floating STL. In September 2017, I became the STL for the Sarasota Store, which had its grand opening in November 2017.

3. Prior to Ollie’s I had about four years of management experience, including serving as an assistant store manager at Books-A-Million.

4. My experience as a CTL was unique because during my short time as a CTL I was also asked to help open the other Florida stores. In this regard, I helped with 10 grand openings in Florida, including Kissimmee, Avon Park, and Hudson. I helped plan for the grand openings, and attended round tables to discuss the plan. Additionally, during the time before/after grand opening, I served as the manager on duty to give the STL a break. I also attended job fairs to hire employees for the new stores. I was charged with handling the orientation for the new hires for the new stores.

5. During my time as a CTL, I was also asked to serve as the interim STL for the Hudson store when its STL unexpected left. I served as the interim STL for approximately 6 weeks of the 8 months that I was a CTL. As the interim STL, I ran the entire store.

6. During the time I was a CTL and also helping open stores, I was generally in the Orlando store about 2-3 days per week. The CTL role is often the “right hand man” to the STL. However, I felt my STL did not have the experience necessary so I often found myself running the show.

7. As a CTL, all store employees, except the STL, reported directly to me. In Orlando, I had about 20 employees total, including five department supervisors or members of leadership team. I handled the recruiting, hiring, interviewing, onboarding, orientation and training for new hires. I decided who to interview and who to hire. Although the pay scales ~~were~~ generally set I had the ability to recommend more money for a candidate if I believed they had more potential. I also handled employee discipline, including termination. I handled numerous terminations during my time as a CTL. I handled individual development plans for the employees. I worked with employees to develop them towards promotion. I helped with creating goals, training, and development to help the employees plan for the next position. I handled performance evaluations. I generally did not recommend the amount of the pay raises but I did recommend employees for promotion. I was involved if an employee had a concern or complaint and would partner with human resources to resolve employee concerns, if necessary.

8. Likewise, I was involved in customer complaints that occurred within the store. I had greater authority than the sales associates in resolving customer complaints, who were not authorized to take refunds of around \$50 or \$75 or greater. I had the discretion to make the customer happy with greater refunds, discounts, or other means.

9. As a CTL, I handled the morning “huddles” (team meetings). I handled opening and closing of the store. I had a key and the alarm code. I had access to the safe and handled deposits. When closing, I handled the end of day reports, which included daily sales, Ollie’s Army sign ups and giving the store a grade (A, B, C). I also used the end of day report to plan for the following day. When opening, I was responsible for opening assignments and delegating tasks to other employees.

10. As a CTL, I was responsible for the safety in the store. I did daily safety walks to ensure employees are following safety procedures and using equipment safely.

11. As a CTL, I was responsible for recognizing employee’s achievements, such as through the High Five program. I generally tried to issue at least three High Fives each week.

12. As a CTL, I handled biweekly supervisor walks. This was an important time to walk through the store with the department supervisors to make sure they were doing their job up to standards. This was a time where I reviewed the department’s merchandise set-up and would discuss with the supervisors why something wasn’t selling and what could be done to sell better. I also reviewed their work to make sure they had the appropriate signage, clip strips, J hooks, etc. I would review their departments to see if they were stocking and recovering the shelves appropriately. I engaged in discussions with the supervisors to help strategize about product placement and how to increase visibility and sales. For example, small changes could have a big impact like grouping the product all together rather than in two different locations. As a CTL, I often had to think ahead and make decisions. I had to think about the deliveries that were coming in and how to best move product. I also trained my supervisors to have the skills to do this themselves. I generally delegated the moving and stocking to other employees and served more to

oversee the merchandising, see why something wasn't selling and "make it happen." In this regard, Ollie's does not use planograms so I had to use my judgment to make these decisions.

13. As a CTL, I prepared the schedule for all employees. We were given a labor budget but we did not have software that inputted staffing models based on sales. I had to use my judgment to staff each day appropriately within the budget to best meet the business needs.

14. Likewise, I made small daily decisions in an effort to manage our budget with controllable items, like turning off lights and managing supply orders. I generally delegated the actual ordering of supplies to the ATL.

15. While I generally did not set prices, I had the authority and discretion to adjust prices to get the sale done. Generally, associates had authority to give 10% discount. I had the authority and discretion to give greater discount as I saw fit to get the sale done and make the store money.

16. I also assisted with planning for deliveries, making adjustments on the floor to account for expected deliveries. I also assisted with reviewing and reporting discrepancies in deliveries. In this regard, I oversaw reporting to ~~district~~ ^{DC} about damaged or lost items in delivery to ensure it did not count towards the store's shrink, i.e. loss.

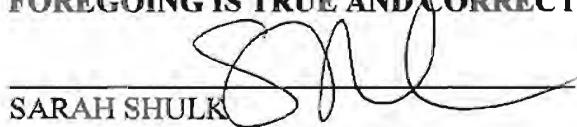
17. As a CTL, I would pick up something off the floor if I saw it or jump on a register if no one was available. However, if an associate was available I would task them with handling stocking, cash registers, cleaning or other tasks. My job was primarily to train and supervise others to get the job done. Stocking, cash registers, and cleaning tasks accounted for a very small percentage of my time as a CTL.

18. As a CTL, I worked approximately 48-50 hours per week. I was paid a salary of approximately \$914 per week for all hours worked (\$47,500/year). I also received an annual bonus as a CTL. All

19. I have worked in many Ollie's stores and have observed that the stores can vary greatly, especially with respect to sales volume. Of course, higher volume stores can be busier.

20. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**


SARAH SHULK

5-1-18

Date

DECLARATION OF MARCIA SILVERSTEIN

I, Marcia Silverstein, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the Harrisburg, Pennsylvania Store for Ollie's Bargain Outlet Stores. I am paid a salary for all hours worked each week.

3. The Harrisburg Store is the home store, and is therefore different from any other Ollie's store. Because corporate is behind the Harrisburg Store, I constantly see and interact with Ollie's corporate employees, up to the highest people in the company. For example, I will advise Ollie's buyers on best practices for establishing product displays and set-ups, which Ollie's will then use in stores throughout the rest of the country.

4. The Harrisburg Store also has the highest volume, and I believe it has more employees than any other store. As a result, the Harrisburg Store runs three shifts, including an overnight shift for unloading freight, and has two Co-Team Leaders, which is different from most other stores.

5. As a Co-Team Leader, my primary job duties are to run the store during my shift, which includes opening and/or closing the store, hiring and firing associates for the store, and managing the store's sales.

6. I don't have a set checklist for what I need to do each day. As a Co-Team Leader, I'm responsible for whatever I walk into that day. When I show up to work, I am responsible for

seeing what fires need to be put out, and then handling them to make sure the store keeps running smoothly.

7. Because of the Harrisburg Store's sales volume, I am constantly hiring new associates. I review applications, conduct interviews, and make hiring decisions on new associates. While I sometimes run hiring decisions by the Store Team Leader, I have the authority to hire associates without approval and have done that on several occasions.

8. I am also constantly supervising employees during my shift. I will counsel employees on best practices, and conduct performance discussions with employees when they have conduct or performance issues. I also issue write-ups to associates.

9. I lead morning meetings to go over sales, pricing, and promotional materials so that I can maximize the store's sales each day.

10. I also decide where product needs to be placed in the store, and make decisions on merchandising and where to put displays and end caps.

11. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



MARCIA SILVERSTEIN

5-15-18
Date

DS

DECLARATION OF DEBRA SMITH

I, Debra Smith, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the Commonwealth of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I began working with Ollie's Bargain Outlet Stores in 2001 and have been a Co-Team Leader at Ollie's Allentown Store for several years. As Co-Team Leader, I perform many of the same job duties as the Store Team Leader. Indeed, when the Store Team Leader is not present at the Store, I make all decisions necessary to run the Store properly.

3. On a daily basis, I oversee the entire Store and have responsibility over every employee in the Store. I make decisions on a daily basis regarding merchandise placement, resolving customer issues, assigning tasks to specific employees and ensuring appropriate staffing and coverage for the Store.

4. My specific duties include all of the hiring for Store, including interviewing, orientations and all required paperwork. I review applications and weed out applicants that I feel are not a good fit for the Store. If I determine an applicant could potentially be a good fit, I interview the applicant and then make a recommendation to the Store Team Leader regarding hiring. The Store Team Leader trusts my opinion. There has never been a time that I recommended an applicant be hired and the Store Team Leader did not follow my recommendation.

DS

5. Once a new associate is hired, I manage the associate's training. I pair the associate with the register person who I believe would provide the best training. I also oversee the new associate's training on the sales floor. I will direct the new associate as to who to work with for training. For the first, five shifts, I meet with the new associate, as well as the person with whom he or she is training, to discuss how things are going and answer any questions that may arise. I believe that hiring the right people and ensuring that they understand their job duties is one of the most important factors in the Store's success.

6. All Department Supervisors report directly to me. I conduct "walk-throughs" with Department Supervisors every two weeks. During these "walk-throughs", I evaluate and discuss the overall appearance of the Department and areas where improvement is needed. I discuss incoming merchandise and formulate plans for merchandise placement. I also elicit feedback from the Department Supervisor regarding his or her thoughts on the Department's performance.

7. I am also responsible for conveying information received from the District to Department Supervisors and associates, as appropriate. It is my responsibility to ensure that the Store and associates are implementing the steps that need to be taken to address all issues identified during District calls.

8. In addition, I complete all associate performance evaluations. I draft and submit all associate reviews to my District Team Leader. My District Team Leader, however, has never made any substantive changes to my evaluations. After receiving approval from my District Team Leader, I meet with associates to present their evaluation and provide feedback. Associates receive raises based on my evaluation of their performance.

QS

9. I also make decisions about whether to retain seasonal associates. In making these decisions, I evaluate the associate's performance and attendance history. I will then convey to the associate whether they are being retained or terminated.

10. As a Co-Team Leader, I address customer complaints. There is not set policy that I follow in addressing customer issues. Rather, my response to a customer complaint is based on my experience, best judgment and my desire to take good care of the customer.

11. We prepare daily reports from the Store. If I notice an issue in that report, I develop a plan to remedy the problem. For example, if a daily report shows that the Store has too much freight in the back room, I will assign tasks to employees in an effort to get the merchandise to the sales floor in an expedient manner.

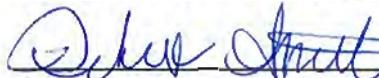
12. I am also responsible for all associate scheduling and I need to consider and evaluate associate availability and requests for time off in making scheduling decisions. I have discretion with regard to the number of hours to schedule on a given day and exercise that discretion to schedule heavier on what I expect to be the Store's busiest days.

13. Finally, a lot of my time is spent making decisions about merchandise placement, signage and end cap placement. Ollie's is very unique in that its merchandise changes all of the time. I am constantly making decisions about where to place merchandise in order to maximize sales and best impact the Store's appearance. My goal is to place merchandise where I feel we will get the "most bang for our buck."

14. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

DS

PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.


Debra Smith


Date

DECLARATION OF ROBERT TASKER

I, Robert Tasker, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the Commonwealth of Pennsylvania, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

2. I started working with Ollie's Bargain Outlet Stores in October, 2005 as a part-time, seasonal employee. I subsequently moved to full time and became an Assistant Team Leader. In August, 2016, I became a Co-Team Leader at the Johnstown, Pennsylvania Store and I have been working as a Co-Team Leader in Johnstown since that date.

3. Although most chain retailers use a planogram to show where merchandise should be stocked, Ollie's does not because it does not consistently receive the same product. I learn what will be included on a truck delivery during the same week of the delivery. I then need to determine how to arrange the merchandise to facilitate sales and fit the Store's layout. As the Co-Team Leader, I make decisions about product placement and I direct associates as to where to place freight.

4. I am also responsible for preparing for ad breaks. This includes deciding where merchandise referenced in a new ad will be placed on the floor and overseeing Department Managers regarding product placement and arrangement in conjunction with new ads. In addition, I sometimes will make decisions to move a product in order to prevent theft. By way of example, I review our computerized inventory and compare high ticket items listed on the computer to what

is located on the Store floor. If I notice a missing item or issue, I will evaluate whether to move the impacted merchandise to a different area of the Store in an effort to prevent theft.

5. The Johnstown Store differs from other Ollie's stores in that we have a slanted dock that requires us to build most pallets inside of the truck at the time of delivery. This necessitates additional planning to determine what incoming product needs to be placed on pallets that are divided by Department. Prior to a delivery, I, in conjunction with the Freight Flow Supervisor, will review the manifest to determine what product each Department is receiving and determine where that product needs to go in order to most efficiently get to the sales floor.

6. I assign tasks based on the Sales & Ops Planner, which indicates what needs to be done on a particular day. I also direct cashiers to their tasks throughout the day. In order for the Store to run properly, I need to ensure that associates are assigned the appropriate task. By way of example, I try to keep my Department Managers on the floor as much as possible and assign other associates to work the register as necessary.

7. I believe that one of the most important factors in the success of our Store is hiring the right associates and ensuring that our associates are able to successfully perform their job duties. As the Co-Team Leader, I have responsibility for interviewing, hiring and training associates. I make decisions about which applicants to interview, I conduct interviews and I am involved in hiring decisions. If I feel, after an initial interview, that the applicant is not a good candidate, I make the decision to eliminate that candidate from consideration for the position. Although I usually discuss hiring decisions with the Store Team Leader, I sometimes make decisions regarding hiring seasonal help without input from the Store Team Leader. After a hiring decision is made, I am responsible for orientation and new hire paperwork. I also train new hires on the floor.

8. In addition, every two weeks I walk through each Department with the Department Manager. During these “walk-throughs”, I determine if there are things that need to be changed to improve the Department. I review the sales plan with the Department Manager and discuss the Department’s current sales compared to last year’s sales and sales in other stores. I also discuss plans for improvement. This process ensures continuing coaching of Department Managers, with a specific focus on providing additional training to new Department Managers.

9. I am also responsible for scheduling associates. I schedule more associates to work on days when the Store is expected to be busy, such as when an ad breaks. In an effort to increase efficiency, I also attempt to schedule full-time employees on dates when the Store is receiving a delivery. Many times, however, a truck delivery will change from a half trailer to a full trailer without much advance notice. When this occurs, I try to change the schedule to have as many associates present as possible in order to deal with Store need.

10. I supervise approximately twenty (20) associates, who come to me with questions and/or issues usually on a daily basis. I also handle disciplinary issues, including discussions relating to performance and issuing written counseling when necessary.

11. With regard to performance, the Store Team Leader and I collaborate to make decisions regarding performance evaluations and promotions. Recently, the Store Team Leader and I discussed an associate who is performing well. I suggested that we allow this associate to perform on her own, without much direction from me, for a two-week period and then evaluate her performance and potential promotion. Assuming this associate performs as expected, I anticipate that she will receive a promotion based on my recommendation.

12. I also deal with customer issues that arise. Ollie’s does not have set guidelines on what I can or cannot do to address a customer complaint. When we receive a customer complaint

or request, I evaluate the issue and then make a decision to do what I am comfortable with in order to make the customer happy.

13. When I am not engaged in the various duties outlined above, I assist with setting up displays, moving stock and unloading/unpacking merchandise. I make decisions about how to allocate my time between these manual-labor duties and my managerial duties, such as hiring, supervising, training, scheduling, addressing employee and customer issues, making decisions about where to place product, etc.

14. My time in the Store overlaps with the Store Team Leader approximately four (4) days a week. When the Store Team Leader is not present in the Store, I am the top-ranking manager and I make all decisions necessary to run the Store. When the Store Team Leader is present in the Store, we work collaboratively to make decisions in the best interests of the Store.

15. Although my hours fluctuate seasonally, I typically work approximately 50 hours per week. During the holiday season, I often work approximately 60 hours per week. I am paid a salary of approximately \$41,000 annually for all hours worked. I also earn bonuses if certain criteria are achieved.

16. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



Robert Tasker

5/1/18

Date

DECLARATION OF BOBBY THOMPSON

I, BOBBY THOMPSON, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Florida, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am currently a Store Team Leader ("STL") at the Port Charlotte Store for Ollie's Bargain Outlet Stores, located at 4300 Kings Highway Unit 300. I have been in this position since August 2017. I was hired by Ollie's in February 2014 as an Assistant Team Lead. I was promoted to Co-Team Lead ("CTL") in May 2014. I served as a CTL from May 2014-August 2015 at the Opelika, Alabama store. I was then promoted to STL. I left Ollie's in November 2016. I was rehired by Ollie's as a STL for the Port Charlotte Store in August 2017.

3. Prior to Ollie's I worked as a Project Manager for Home Depot and a Logistics Manager for Big Lots. I have more than 20 years of management experience.

4. As a CTL at the Opelika Store in Alabama I was "the man" and I ran the show. My STL was often out of the store and, therefore, I was responsible for running the store as I was the person with the most authority present in the store. My primary duties were overseeing the store, primarily freight and the floor. When I was a CTL at Opelika we did not have a freight supervisor. Therefore, I was responsible for the entire freight process, including planning, overseeing, and discrepancies. I was responsible for reviewing the truck and inventory for any damaged or lost items, i.e. discrepancies. This was important because if I didn't report damaged or lost items it would become "shrink", i.e. store loss. If I reported it properly it was the truck's fault, not the

store's fault. I was also responsible for overseeing the merchandising displays. Ollie's does not use a planogram so I had great discretion where to place items within each department. I constantly had to make quick decisions about where to place items because we were regularly receiving new deliveries. Because my STL was often absent, the other employees looked to me for decisions about what to do and where to place items.

5. As a CTL, I was responsible for employee counseling and discipline. I handled many disciplines, mostly written warnings for attendance. I also provided input about promotions.

6. As at CTL, I was involved if an employee has a concern or complaint and would partner with human resources to resolve employee concerns, if necessary. Employees felt comfortable talking to me so they often came to me first. Likewise, I was involved in customer complaints that occurred within the store. I was not involved in formal complaints that were made outside of the store. I had greater authority than the sales associates in resolving customer complaints. Generally, I could appease customers with a 15% coupon.

7. As a CTL, I handled the morning "huddles" (team meetings). I handled opening and closing of the store. I had a key and the alarm code. I had access to the safe and handled deposits. When closing, I handled the end of day reports. When opening, I was responsible for opening assignments and delegating tasks to other employees.

8. As a CTL, I was responsible for the safety in the store. I did daily safety walks to ensure employees are following safety procedures and using equipment safely.

9. As a CTL, I was responsible for recognizing employee's achievements, such as through the former Kudos program. I had the discretion when to issue Kudos cards and generally only issued a Kudos card when an employee went above and beyond.

10. As a CTL, I stepped in wherever needed to make sure the store was up to par as it was my job to make sure the store looked good and ran good. This included stocking, maintaining and helping customers. I would lead by example by making sure the store was up to standards if I saw something out of place. That being said, I was the second highest paid employee at the store so if an associate was available I would task them with handling stocking, cash registers, cleaning or other tasks.

11. As a CTL, I worked approximately 50 hours per week, sometimes more than that. I was paid a salary of approximately \$807 per week for all hours worked (\$42,000/year). I also received an annual bonus.

12. The Opelika Store was very different than the Port Charlotte Store. Opelika was a slower store, lower sales volume, and less staff. The Port Charlotte Store is very busy with generally twice as much in daily sales and twice as much staff as the Opelika Store. At Port Charlotte, we have a freight supervisor, whereas the Opelika store did not when I was there. This allows my CTL more time to oversee other aspects of operations.

13. My experience as a CTL was different than how I treat my CTL. As a CTL in Opelika, I was often on my own. I rarely worked with my STL. Conversely, I treat my CTL as a partner, and we share duties. There are some duties that are specifically assigned to my CTL, such as scheduling, but we generally partner and split most tasks. We split our shifts, she usually does opening and I usually do closing, but we usually overlap for a few hours most days.

14. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct to the best of my knowledge and memory.

PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.


BOBBY THOMPSON

5/1/18
Date

DECLARATION OF NICK TRIER

I, Nick Trier, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Michigan, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Co-Team Leader at the 4602 State Street store in Saginaw, Michigan, for Ollie's Bargain Outlet Stores. I have been a Co-Team Leader since November 2017.

3. As a Co-Team Leader, I manage a staff of approximately 14-19 employees, depending on seasonality and staffing levels. I am the only Co-Team Leader for the store.

4. My primary job duties are recruiting and hiring employees, interviewing job candidates, preparing the employee schedule, managing human resources issues with store employees, addressing customer complaints, managing the sales and freight receipt departments, and placing inventory and signage in the store.

5. With respect to recruiting and hiring, the Store Manager and myself determine the need for new employees based on staffing levels and sales figures. I conduct the initial review of applicants for employment and conduct the first interview of the candidate. If I approve of the candidate based on my evaluation of the written materials and first interview, the candidate can move to a second interview with the Store Manager.

6. I make the decision, in consultation with the Store Manager, about whether we need to hire new employees based on staffing levels and an analysis of sales/labor reports.

7. I spend approximately 10% of my overall job duties participating in the recruiting and hiring of employees.

8. When a new employee is hired, I conduct training of the new employee regarding freight receipt and processing inventory. During this process, I am “shoulder to shoulder” with the new employee, advising them on how to do each task.

9. I prepare the weekly employee schedule to make sure the store is staffed appropriately, including making decisions about how employees are allocated between the “front end” of the store and the receipt/delivery of products.

10. I am responsible for determining whether employees can take time off.

11. Approximately two times each month, I conduct “departmental walks” with our Sales Supervisors and Freight Load Supervisors. This involves looking at reports about department performance and praising or criticizing the supervisor’s performance. Depending on my evaluation, I decide whether to take a “carrot or stick” approach to motivating the supervisor and making sure they are addressing any issues.

12. I also prepare and conduct an annual performance review for these supervisor positions.

13. I help determine whether associates move into a leadership position in consultation with the Store Manager, and develop an action plan (identifying areas that an employee needs to work on) for employees to move into a greater role at the store.

14. I counsel employees, draft and issue written disciplinary warnings to employees in consultation with Human Resources, and make recommendations about employee terminations. I have the authority to send an employee home or issue an immediate suspension to an employee.

15. As a whole, I spend about 15%-20% of my time on training and personnel development.

16. I oversee the sales and freight receipt departments for the store.

17. In the morning on a daily basis, I conduct a 10-15 minute meetings with employees. During these meetings, I point out issues that come up with the store and emphasize areas that I think are important for on that day.

18. If there are issues or discrepancies with deliveries and store inventories, I address the issues to make sure they are immediately ~~resolved~~ ^{resolved} ~~nt~~

19. I am very hands-on in handling customer complaints. If there is a customer issue at the store and I am there, I want to be involved. I have authority to issue refunds, make decisions about returns, or offer discounts to customers to address customer issues on the spot and without consulting anyone else.

20. I make decisions regarding the preparation and placement of store signage. Some of the signs are designed on a district or corporate level. Other signs I create and place in the store. I have the authority to move product throughout the store based on store sales and seasonality (e.g., in the summer, I might move patio furniture to the front of the store).

21. As a whole, I spend around 45-50% of my time on sales and freight receipt issues.

22. If I am working at the end of a shift, I spend one to two hours reviewing reports about store performance, reviewing deposits, and closing the store.

23. On average, the Store Manager and myself are both at the store around 60% of the time (maybe three days a week). When the Store Manager is not at the store, I effectively perform the job duties of the Store Manager, including handling any meetings or issues on a district or corporate level.

24. I work approximately 45 hours per week.
25. I am paid a salary of approximately \$840 per week for all hours worked.
26. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Nick Trier
Nick Trier

5-2-18
Date

DECLARATION OF JOHN WELLS

I, JOHN WELLS, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Maryland, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am a Store Team Leader (“STL”) at the Salisbury, Maryland Store for Ollie’s Bargain Outlet Stores. Prior to being an STL, I was a CTL at the Salisbury Store. I have also worked as a Keyman and Hardware Manager at the Salisbury Store, and as an STL at the Short
Pump, Virginia Store.

3. As a CTL, my primary job duty was to supervise salesforce staff and freight flow supervisors, and to make sure that sales flow was functional.

4. I had several HR duties as a CTL. For example, I was involved in hiring. I have gone to stores in the area that I know are closing, and try to recruit associates from those stores to come and work at Ollie’s. I also reviewed applications and made recommendations for interviews. When I’m reviewing an application, I look at the candidate’s availability, past experience, and amount of time spent at each prior job to determine whether I think they should be interviewed for a position.

5. As CTL, I conducted the first interview with a candidate. If I didn’t feel the candidate should be hired, I would not approve the candidate for a second interview. I would look at things like punctuality, dress, and attitude to determine who might be a good candidate and worthy of a second interview, in my judgment. While the STL would conduct the second

interview, I would meet with the STL after the second interview to discuss whether the candidate should be hired or not, and I would make recommendations as to how should be hired. The STL generally followed my recommendations.

6. As CTL, I conducted the on-boarding and initial training for new hires.

7. As CTL, I supervised anyone who was working at the same time as me. However, I was primarily responsible for supervising 6-7 sales supervisors, as well as the freight flow supervisor.

8. As CTL, I conducted performance evaluations for all employees. I kept a notebook with a separate tab for each employee, and would write down my impressions and observations in the notebook to use as a basis for completing their annual performance evaluation. I would then complete the performance evaluation based on my own personal observations.

9. As CTL, I was responsible for counseling and disciplining associates for poor performance. I would make observations of associates and listen to what others were saying about particular associates, and if there was a problem, I would do a one-on-one verbal performance counseling with the associate. Usually, the associate would improve after I did the verbal counseling. However, if I observed the associate continuing to have issues, then I would issue a write-up to the associate.

10. I have not had many instances where an involuntary termination was necessary while I was a CTL. However, on one occasion, I was counseling a sales supervisor when she got up and walked out of the session. HR got involved and told the store that we could either allow her back or terminate. I consulted with my STL and we made the mutual decision to terminate the sales supervisor.

11. As CTL, I am responsible for scheduling. I have to review the store schedule and the associates' availability, and then schedule people within the labor budget for the store. If we have particularly busy days, I try to schedule those associates who are the most dependable or who are good at the jobs we have to perform those days. If we have a call-out, then I will go down a list of employees to see who is available to pick up the shift, and I will start with the employees I believe are the most dependable.

12. As CTL, I would lead Huddle Meetings to discuss how the store is doing, what our freight flow will be over the next week, our Ollie's Army conversion rates, and other store issues.

13. As CTL, I would conduct Department Walk Throughs with my sales supervisors. I used these to evaluate the where product is placed and to determine if it should be moved, if additional signage is necessary, and if end caps are in the right place, among other things. I would then direct the sales supervisors to make changes to the floor layout to help maximize sales. I also used these as an opportunity to train sales supervisors on good product placement and floor layout.

14. As CTL, I helped coordinate freight deliveries. My primary role during freight deliveries was to provide directives and give out assignments to associates in unloading the truck. I also planned where product should go to maximize sales, and coordinated product placement during the unloading.

15. Given the size of our store, I could not afford to be strictly a "clipboard manager" and would have to help out with unloading and stocking from time to time. However, this was not my most important function as a CTL, and I would always use these opportunities to counsel and train associates on best practices and to show them that everyone has to help out from time to time.

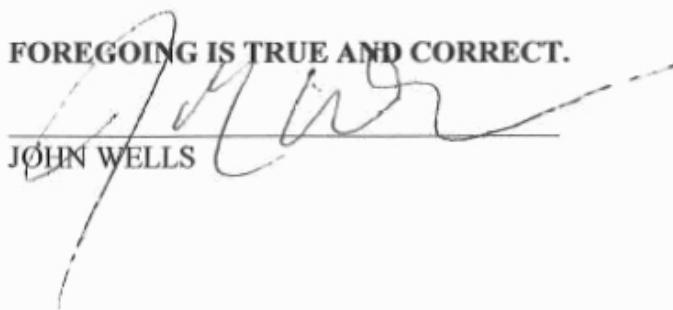
16. As a CTL, I generally worked about 45 hours per week, but this could change if we had a special project or if it was the holidays. Our fourth quarter was always very busy, so I would work more hours then.

17. As a CTL, I was paid a weekly salary for all hours worked. Sometimes, this meant that I worked more and was just paid my regular salary. However, the trade-off is that if we weren't busy, I could take a couple of hours off to do personal things and it wouldn't affect my paycheck.

18. As an STL, I think that the most important function of a CTL is to be a second STL. This is not a 9-5 store, so the STL is not available to be at the store all the time or even most of the time. A CTL needs to be able to run the store on his own and perform all of the job duties as an STL.

19. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



JOHN WELLS

5/2/18
Date

DECLARATION OF BARBARA WINSTED

I, BARBARA WINSTED, do hereby state as follows:

1. I am over 18 years of age, I am a resident of the State of Ohio, and I am competent to testify to the matters stated in this declaration. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below

2. I am the Store Team Lead (STL) at the Forest Park, Ohio Store for Ollie's Bargain Outlet Stores ("Ollies"). I have been an STL since January 21, 2018. Prior to that, I have been a Co-Team Lead (CTL) at Ollies during the period 2014-January 2018 (with a year break in service); I worked as a CTL Tampa Florida July 2017- November 2017, and as a CTL in Western Hills Ohio during 2014-2015, in Forest Park Ohio 2015-2016 and then Western Hill in late 2017.¹

3. A CTL is the "quarterback" of the building and is the most challenging role in the building. The CTL is responsible to manage the associates and team leads, sales and flow of inventory.

4. The CTL is responsible for leading, coaching and managing all employees in the building with a can-do attitude. As we say at Ollies – "Yes we can." First and foremost, the CTL is a leader. The CTL must motivate the team and must be able to juggle a lot of responsibility, all the while with a smile. CTLs lead by example – they manage and mentor, teach and coach. CTLs walk the floor as hands on managers.

5. CTLs drive profitability. CTLs are responsible for the sales floor and are directly responsible for sales. The CTLs determine why items are not selling and how to improve sales.

¹ These dates are to the best of my recollection. I had a break in service during 2016.

Sometime this involves the placement of merchandize (e.g. candy for an impulse buy), sometimes it involves the display of merchandize (e.g. seasonal furniture). CLTs manage the FFS (freight supervisor) to ensure that merchandize is received, accounted for, unpacked and ready to be displayed for sale. The CTL is responsible to make sure the freight is "Door to Floor in 24."

6. The Red Book is a management tool used at Ollies. The Red Book is an aid for managers but it is not a substitute for management. CLTS must examine, evaluate and manage the process outlined in the Red Book. It is not enough to check a box in the Red Book – the managers must ensure that tasks are done correctly and are constantly managing to ensure that tasks are completed properly, fixing problems, improving processes – all with an eye toward profitability.

7. CTLs are essential to the hiring process. CLTs screen resumes, looking for qualified associates, team leads and managers. CTLs interview candidates and make the first level decisions as to who should be interviewed by the STL. CTLs play a key role in the interviewing and hiring of associates and make recommendations regarding pay.

8. CLTs also play an essential role in coaching and disciplining of associates. As a CTL (and as an STL), I believed that mistakes frequently can be rectified by provided training opportunities and considered coaching the opportunity to build a strong team. As a CTL, I also disciplined associates and have participated (with Loss Prevention) in the decision to terminate associates. As a CTL, I also handled the complaints from associates regarding their work conditions and in doing so interfaced with corporate HR.

9. The ATL role is an hourly position and I considered the ATL as a manager-in-training position. When working with ATLs, I saw my role as CTL as to promote and encourage the ATL. When working with the ATL, I was always training my replacement.

10. Having worked in eleven different buildings, I can say that the day-to-day activities and role of the CTL differs from building to building. Differences between and among CTLs depend upon a number of factors, including the physical size of the store; the sales revenue of the store; how many associates work in the building and are managed by the CTL; the demographics of the store (e.g., there were significant differences between the Tampa Florida and Ohio stores, including the fact that a significant number customers and associates in Florida speak Spanish as their primary language); the role of loss prevention; the delivery schedule and flow of merchandize (including the frequency of freight deliveries); and the management style of the STL. The role of the CLT is directly impacted by their interactions and management style of the STL, with some STLs being more collaborative, some being micromanagers, some being on the floor and some being “desk dwellers.”

11. As a CTL, I provided substantive input regarding the performance appraisals of all associates in the building. When working as a CTL in Tampa, I sat down with the STL on a bi-weekly basis and reviewed the work of all associates in the building by reviewing the Top 3 and bottom 3 performers.

12. As a CTL, I was paid a salary of \$43,000 for all hours worked.

13. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.



**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**

Barbara Winsted
BARBARA WINSTED

5-23-18
Date

DECLARATION OF KYLLE WOLFE-FEE

I, Kylle Wolfe-Fee, do hereby state as follows:

1. I am a Co-Team Leader (“CTL”) at the Indiana, Pennsylvania Store for Ollie’s Bargain Outlet Stores (“Ollie’s”). I have been in this position for almost three years, since about the Summer of 2015. Prior to that, I held the position of Associate Team Leader (“ATL”) for about two years, from 2013 through the Summer of 2015.

2. In fact, I have been with Ollie’s since 2004. When I turned 18 years old, I attended Indiana University in Pennsylvania and began working for Ollie’s part time. After I graduated, I was promoted into a full-time position with Ollie’s. It was my first “real job” and, as you can see, I have stayed with Ollie’s ever since.

3. I was promoted up through the different management levels at Ollie’s through the Ollie’s Leadership Institute (“OLI”). Currently, I am still participating in the OLI with the goal of becoming a Store Team Leader (“STL”).

4. Currently, in my role as CTL, I assist employees with promotions through the OLI. I work along with my store’s STL in this regard. I will create an individualized development plan for the employees participating in the program. I will create this alone sometimes, and, other times, I will create the plan with input from my STL. When I am assisting an employee through the OLI, typically, I will meet with that employee once a week to review their progress toward their goals. Once the employee reaches the maximum amount of days for their individualized plan (which is typically from 1 to 3 months), and the associate was successful in completing their initiatives, then myself and the STL will evaluate the completion of the OLI. As the CTL, I can recommend a pay increase or promotion for that employee who successfully completed their individualized plan.

5. My daily job duties as a CTL include, but are not limited to, assigning daily roles to all of the associates working on my shift, developing a plan for the store the day, determining what needs to be done by everyone to operate the store that day. I know my employees' strengths and weaknesses and I come up with a job for everyone for the day based on those strengths and weaknesses. *The manager on duty* KMF
~~Either myself or the STL will lead morning team huddles.~~

6. As a CTL, I work approximately 50 hours per week. I do work about 60 hours per week during the holiday season from mid-November through Christmas. On average, myself and the STL are in the store together for about 20 hours per week. Which means that, normally, I am in charge. If I am in the building, I am running the show.

7. On two or three days a week, we receive a truck for delivery. On rare occasions, we will receive a truck delivery four times in a week. Planning for a delivery is crucial. Ollie's provides the CTLs with the tools to set up well for delivery, including a manifest and other documents. The CTL and STL review the manifest. As the CTL, I determine what merchandize needs to be moved, and where, to make the truck delivery go as smooth as possible. While I trust my Freight Flow Supervisor to handle some of the truck delivery decisions, I, as the CTL, have to ability to override those decisions. The management works as a team on truck deliveries.

8. If we have any discrepancies with a delivery, with missing or damaged items, we mark the manifest and write damaged on the tags. I write up a report, in my CTL role, and send that report to the warehouse in those instances. I take ownership to make sure that no mistakes are made.

9. When I am scheduled to open or close the store, I also manage the duties associated with opening and closing. When opening, I will verify the cash drawers, conduct a safety scan, and conduct a maintenance scan of the store. I will also check the building security. I open along

with an hourly associate. I direct the hourly associate to sweep, scrub the floor, or clean the restrooms after I perform my maintenance scan. The closing procedures are similar to the opening procedures but in reverse. I maintain a set of store keys and I have the alarm codes, which are utilized at both opening and closing.

10. I am in charge of hiring associates in my store. Typically, jobs are posted on Indeed or we will set up our “hiring table” in the store. I will consult with the STL when deciding whether to set up the “hiring table” which is usually in anticipation of holiday season. I review applications and I conduct interviews of the applicants. I have the ability to weed out the bad applicants. I recommend hiring decisions. Additionally, I on-board and train the new hires.

11. I supervise about 18 people who report directly to me. I am in charge of conducting performance evaluations for all of those folks as well. I am also in charge of disciplining or counseling those individuals. On more than 10 occasions I have had to issue counseling to an associate whose drawer was off by \$5.00 or more, which is called a “cash register variance.” On more than 10 occasions I have also had to issue discipline for attendance or tardy issues. I also set the employees’ schedules every week, and the schedule is posted on Thursdays at noon. I must take into consideration the store hours budget when setting the schedule.

12. I have also had to deal with customer complaints. As the CTL, I have the ability to knock off price for something damaged. We have leeway for damaged goods and the CTL has freedom to take care of customers. As the CTL, I even have the ability to offer to customers something above and beyond a refund of their purchase price, such as a “15% your next purchase” or something like that if the customer was inconvenienced.

13. Along with the STL, I am in charge of deciding where merchandize goes in the store. Sometimes I even make those decisions myself. I evaluate data like sales performance and

profit margin when making decisions as to merchandising, like what do I put on the End Cap or something like that.

14. I very, very rarely have worked a cash register while in my CTL role. This would have been if we were shorthanded for a brief period and I jumped on the register. I know that I have not worked on a register at all this year.

15. As a CTL, my annual salary plus bonus last year was approximately \$46,700.

16. CTLs must be proficient in management and directing associates. CTLs must be able to “run the business” of the store, deal with customer issues, effectively manage their time and associates’ time, and have good merchandising skills and people skills. CTLs must be able to lead the other employees and make important decisions. That is the reason they earn more than the hourly associates. Hourly associates are not in charge of overseeing anyone, they just do their assignments given to them by the managers. The job duties of a CTL are similar to the duties of an STL. They are not similar to the job duties of an hourly associate.

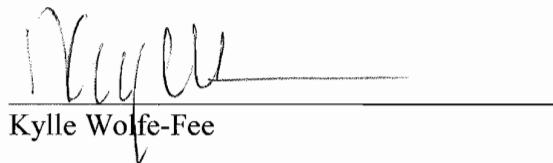
17. When the STL is not in the store, I am at the top. When the STL is in the store at the same time I am, she does her thing and I do mine. It is a partnership. We plan together.

18. I am over 18 years of age, I am a resident of the State of Pennsylvania, and I am competent to testify to the matters stated in this declaration.

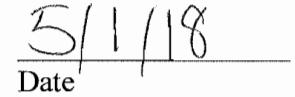
19. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

20. Prior to signing this declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

**PURSUANT TO 28 U.S.C. § 1746, I VERIFY UNDER PENALTY OF PERJURY
UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE
FOREGOING IS TRUE AND CORRECT.**



Kylene Wolfe-Fee



Date

DECLARATION OF MARIANN WORSINGER

I, Mariann Worsinger, do hereby state as follows:

1. I am currently employed as a Co-Team Leader (“CTL”) with Ollie’s Bargain Outlet Stores (“Ollie’s”). I work in an Ollie’s store located in Deptford, New Jersey.
2. I have held the CTL position here in the Deptford store since 2014.
3. Prior to working as a CTL, I was an assistant manager of operations for Ollie’s from 2011 through 2014. I worked in Ollie’s store in Cherry Hill, New Jersey during that time. Since then, some of the names of the different positions have changed. *Sometime prior to me moving to Deptford, I became a CTL in Cherry Hill.*
4. We receive a truck at our store 2-3 times per week, typically at 6:00 a.m. My daily job duties as a CTL are different on non-truck days then they are on truck days. On a truck day, I have additional responsibilities that I don’t have on a non-truck day.
5. On a non-truck day, my job duties as a CTL typically include assigning daily roles to all of the associates working on my shift including when they will take breaks, walking the store to see what needs to be done by everyone to operate the store that day. When I walk the store, that helps me determine what areas needing cleaning up, recovery, dropping, and filling. If I am here, I am calling the shots.
6. When I walk the store and walk the different departments with the department supervisors, I will go over with them things like visual merchandizing, areas that need dropping and filling, review signage standards, and I will walk them through sales.
7. When I am working the closing shift, my duties also include making sure the employees here know where to go and what to do. I must verify all the money and I have safe and deposit duties. I will also walk the store again and complete the end of day reports. I maintain a set of keys to the store and I also have the alarm codes.

8. On a truck day, my duties include all of the above, but also there are more things to be done. In advance of the truck, I will review the manifest along with the other managers. That allows me to make decisions regarding clearing the receiving area to make room for the truck. I am in charge of the sales floor, which ties into clearing the receiving area. I work with the Freight Flow Supervisor to divvy up who tickets what, but, ultimately, the Freight Flow Supervisor reports to me.

9. Approximately 18-20 employees report to me.

10. Additionally, on a truck day, I will review the documentation and freight for *am responsible for making sure they are logged* discrepancies, and I ~~will log them~~ into the computer and ~~send to~~ ^{sent} *corporate*  for the department I am working on and send those along.

11. Our store does not have a planogram. I am responsible for making decisions with respect to merchandising and placement of inventory within the departments in the store. One of the things I will do is review top selling products and make sure those are out. That's one of the reasons why I walk the store. Once we sell those top products, we try to bring down from the top what we can. I can review our sales in comparison to the sales in other districts through the weekly dashboard. I can see sales from the week, month, and year, broken down by department. This is information I use when making decisions within the store.

12. In my role as CTL, I assist employees with promotions through the OLI. I work along with my store's STL in this regard. I will create an individualized development plan for the employees participating in the program. Currently, I am assisting our store's Assistant Team Lead ("ATL") through the OLI program so she can advance to a CTL position. As part of that effort, I have her doing some of the individualized development plans for some the employees in the OLI program.

13. When it comes to hiring, I will review the applications along with the STL. The ATL will also review the applications and, currently, will conduct the first round of interviews. The ATL does this as part of her individualized plan in the OLI that I am managing her through. In the past, I had done all of the first round interviews. Now, with my ATL learning the role, I do the second round of interviews. I have the ability to weed out the bad applicants. It is critical to store success that we hire the right people for the job.

14. As a CTL, I also manage some of the employee recognition programs like the High Five Program and the Freight Slayer Program. I do this on a regular basis. It is important to recognize employees in order to motivate them and help the success of the store.

15. I do all of the on-boarding for new hires. When it comes to recommending employees for raises or promotions, I know who is ready and who isn't. I will work with the STL on these types of decisions. I am also in charge of disciplining or counseling the employees who report to me. On more than 10 occasions I have had to issue counseling to an associate whose drawer was off by \$5.00 or more, which is called a "cash register variance." On about 10 or so occasions I have also had to issue discipline for attendance or tardy issues. I also have ultimate responsibility for setting the employees' schedules every week. I must take into consideration the store hours budget when setting the schedule.

16. I have also had to deal with customer complaints. As the CTL, I have the ability to offer a price reduction for something that is damaged. Customer service is obviously a top priority. We have a lot of regulars in our store. We talk to the regulars. I will work with some of our regulars who are associated with charities and who are buying goods for those charities.

17. On average, a majority of the hours I work are without the STL being in the store at the same time. Put another way, myself and the STL overlap for only a few hours per day.

18. I very rarely have worked a cash register while in my CTL role. This would have been if we were shorthanded for a brief period and I jumped on the register. If I jump on a register, it is only for about 5-10 minutes whenever I do it. We have a morning maintenance crew that handles most of the cleaning duties.

19. As a CTL, my annual salary is \$53,000.00. I am also eligible for a bonus, which is based on my store's sales performance, shrink rate, turnover, and Ollie's Army numbers.

20. CTLs must have management experience. They must have interview skills, training skills, and interpersonal skills. The need to know how the business runs. They need to be able to handle stuff going in and out. They must be able to push down information from corporate to the employees.

21. A CTL's ability to direct and lead other employees, and understand the business' needs, is why they are paid more than the associates. When the STL is not in the store, I am in charge, as the CTL. There is overlap between the STL and CTL positions. A CTL is much more similar to an STL than to an associate.

22. I am over 18 years of age, I am a resident of the State of New Jersey, and I am competent to testify to the matters stated in this declaration.

23. I make this declaration based upon my personal knowledge. I have not been promised any benefit, or coerced or threatened in any manner in exchange for the testimony in this declaration. I have been specifically informed that I am free to provide or decline to provide any information relating to the paragraphs below.

24. Prior to signing this Declaration, I was provided with a full opportunity to carefully review this Declaration and freely make any corrections and additions of any kind. I verify that the information I have provided in this declaration is true and correct.

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Mariann Worsinger
Mariann Worsinger

5/7/18
Date